

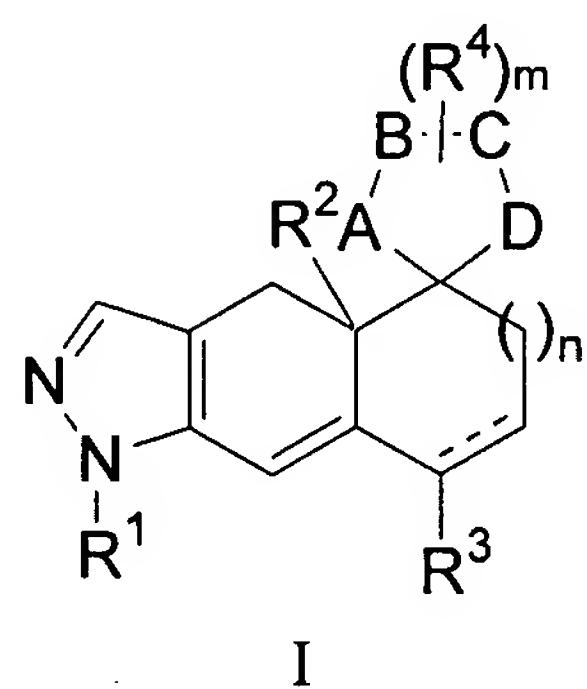
Amendments to the Claims:

This listing of claims replaces all prior versions, and listings, of claims in the application:

Listing of Claims:

1 to 7. (canceled)

8. (currently amended) A pharmaceutical composition comprising a compound of Formula I



Wherein

m is 0, 1, 2 or 3;

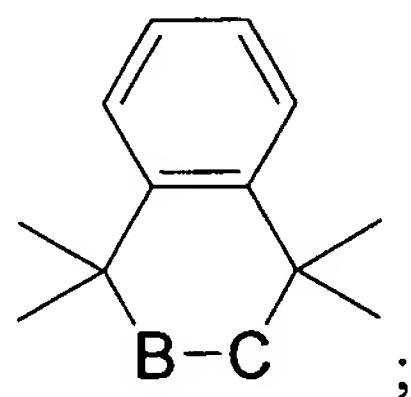
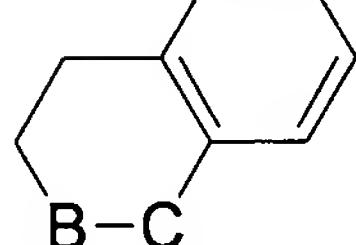
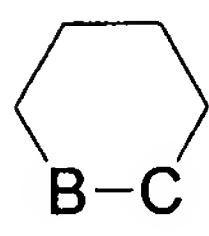
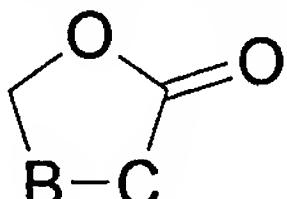
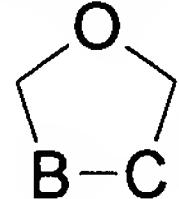
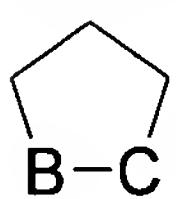
n is 0 or 1;

-A-B-C-D- is selected from the group consisting of:

- (1) -CH₂-CH₂-CH₂-O-,
- (2) -CH₂-CH₂-C(O)-O-,
- (3) -CH=CH-C(O)-O-,
- (4) -O-CH₂-CH₂-CH₂-,
- (5) -O-C(O)-CH₂-CH₂-,
- (6) -HC=CH-CH₂-O-,
- (7) -CH₂-HC=CH-O-,
- (8) -CH₂-CH₂-C(O)-NH-,
- (9) -CH₂-NH-CH₂-CH₂-,

- (10) $-\text{CH}_2\text{--NH--C(O)--O--}$,
- (11) $-\text{NH--C(O)--NH--C(O)--}$,
- (12) $-\text{C(O)--NH--C(O)--NH--}$,
- (13) $-\text{NH--C(O)--NH--CH}_2$,
- (14) $-\text{NH--C(O)--NH--C(=S)--}$,
- (15) $-\text{O--CH}_2\text{--CH}_2\text{--O--}$ and
- (16) $-\text{S--CH}_2\text{--CH}_2\text{--S--}$;

provided that when the atoms at positions B and C of $-\text{A--B--C--D--}$ are both carbon atoms, said atoms may be joined together to form a ring selected from



R^1 is phenyl or pyridyl said phenyl or pyridyl optionally mono or di substituted with a substituent independently selected from the group consisting of:

- (a) halo,
- (b) OCH_3 ,
- (c) CH_3 , and
- (d) CN ;

R^2 and R^3 are each individually hydrogen or methyl; and

each R^4 is independently selected from the group consisting of

- (1) $-\text{OH}$,
- (2) $-\text{C}_1\text{-6alkyl}$ optionally substituted with 1, 2 or 3 substituents selected

independently from hydroxy, oxo, $-\text{COOH}$, amino, methylamino, di-methylamino, $=\text{S}$, and halo,

- (3) $-\text{C}_2\text{-6alkenyl}$ optionally substituted with 1, 2 or 3 substituents selected independently from hydroxy, halo and $-\text{C(O)--O--C}_1\text{-2alkyl}$,

(4) C₂-6alkynyl optionally substituted with 1, 2 or 3 substituents selected independently from hydroxy and halo,

(5) phenyl optionally substituted with 1, 2 or 3 substituents selected independently from hydroxy, C₁-2alkyl, -COOH, -C(O)-O-CH₃ and halo,

(6) -C₁-2alkyl-phenyl optionally substituted with 1, 2 or 3 substituents independently selected from hydroxy, C₁-2alkyl and halo,

(7) -CO₂H,

(8) -CO₂C₁-3alkyl,

(9) -OC₁-3alkyl,

(10) -SO₂-C₁-3alkyl,

(11) -SO₂-phenyl optionally substituted with 1, 2 or 3 substituents independently selected from hydroxy, C₁-2 alkyl and halo

(12) -C₁-2alkyl-O-C₁-2alkyl,

(13) -C₁-2alkyl-O-C₂-4alkenyl,

(14) -C₁-2alkyl-O-phenyl optionally substituted with 1, 2 or 3 substituents independently selected from hydroxy, C₁-2alkyl and halo,

(15) -C₁-2alkyl-C(O)O-C₁-2alkyl,

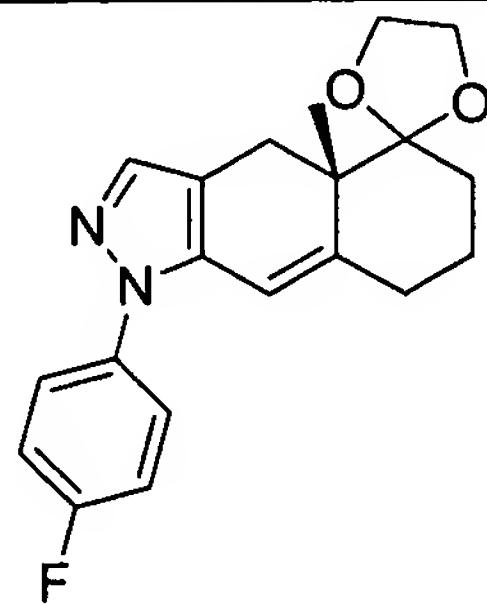
(16) 2-(1,3-dioxan)ethyl,

(17) -C₁-2alkyl-C(O)-NH-phenyl and

(18) -C₁-2alkyl-C(O)-NHN;

in combination with a pharmaceutically acceptable carrier,

with the proviso that the compound of Formula I is other than



9. (previously amended) The pharmaceutical composition according to claim 8
wherein

Each R⁴ is independently selected from the group consisting of

- (1) -OH,
- (2) -C₁₋₆alkyl optionally substituted with 1, 2 or 3 substituents selected independently from hydroxy, oxo, -COOH, amino, methylamino, di-methylamino, thio, and halo,
- (3) C₂₋₆alkenyl optionally substituted with 1, 2 or 3 substituents selected independently from hydroxy, halo and -C(O)-O- C₁₋₂alkyl,
- (4) phenyl optionally substituted with 1, 2 or 3 substituents selected independently from hydroxy, C₁₋₂alkyl, -COOH, -C(O)-O-CH₃ and halo,
- (5) -C₁₋₂alkyl-phenyl optionally substituted with 1, 2 or 3 substituents independently selected from hydroxy, C₁₋₂alkyl and halo,
- (6) -SO₂-C₁₋₃alkyl, and
- (7) -C₁₋₂alkyl-OC₁₋₂alkyl.

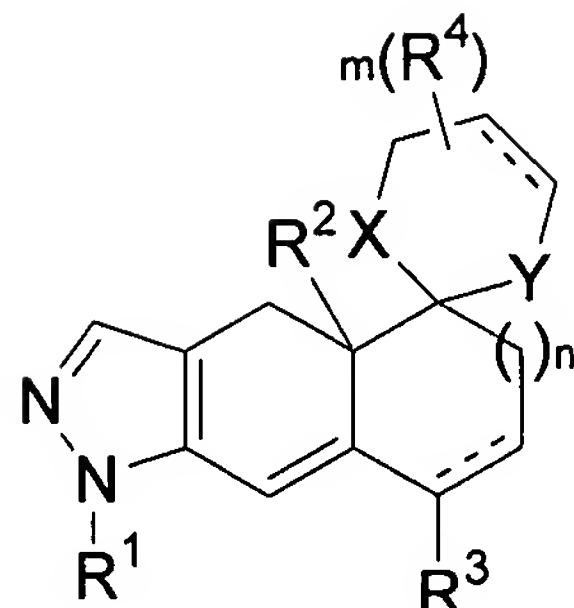
10. (previously amended) The pharmaceutical composition according to claim 9
wherein

-A-B-C-D- is selected from the group consisting of:

- (1) -CH₂-CH₂-CH₂-O-,
- (2) -CH=CH- CH₂-O-,
- (3) -CH₂-CH=CH-O-,
- (4) -O-CH₂-CH₂-CH₂-,
- (5) -O-CH₂-CH₂-O-,
- (6) -S-CH₂-CH₂-S-,
- (7) -CH₂-NH-CH₂-CH₂-, and
- (8) -CH₂-NH-C(O)-O-;

R¹ is phenyl optionally mono or di- substituted with halo.

11. (currently amended) A compound of Formula II



Wherein

m is 0, 1 or 2;

n is 0 or 1;

X and Y are each independently selected from CH₂, S and O;

R¹ is phenyl or pyridyl said phenyl or pyridyl optionally mono or di substituted with a substituent independently selected from the group consisting of:

- (a) halo,
- (b) OCH₃,
- (c) CH₃, and
- (d) CN;

R² and R³ are each individually hydrogen or methyl; and

each R⁴ is independently selected from the group consisting of

- (1) -OH,
- (2) -C₁₋₆alkyl optionally substituted with 1, 2 or 3 substituents selected independently from hydroxy, oxo, -COOH, amino, methylamino, di-methylamino, =S, and halo,
- (3) C₂₋₆alkenyl optionally substituted with 1, 2 or 3 substituents selected independently from hydroxy, halo and -C(O)-O- C₁₋₂alkyl,
- (4) C₂₋₆alkynyl optionally substituted with 1, 2 or 3 substituents selected independently from hydroxy and halo,
- (5) phenyl optionally substituted with 1, 2 or 3 substituents selected independently from hydroxy, C₁₋₂alkyl, -COOH, -C(O)-O-CH₃ and halo,
- (6) -C₁₋₂alkyl-phenyl optionally substituted with 1, 2 or 3 substituents independently selected from hydroxy, C₁₋₂alkyl and halo,
- (7) -CO₂H,

(8) $\text{-CO}_2\text{C}_1\text{-3alkyl}$,

(9) $\text{-OC}_1\text{-3alkyl}$,

(10) $\text{-SO}_2\text{-C}_1\text{-3alkyl}$,

(11) $\text{-SO}_2\text{-phenyl}$ optionally substituted with 1, 2 or 3 substituents

independently selected from hydroxy, C₁-2 alkyl and halo

(12) $\text{-C}_1\text{-2alkyl-O-C}_1\text{-2alkyl}$,

(13) $\text{-C}_1\text{-2alkyl-O-C}_2\text{-4alkenyl}$,

(14) $\text{-C}_1\text{-2alkyl-O-phenyl}$ optionally substituted with 1, 2 or 3 substituents

independently selected from hydroxy, C₁-2alkyl and halo,

(15) $\text{-C}_1\text{-2alkyl-C(O)O-C}_1\text{-2alkyl}$,

(16) 2-(1,3-dioxan)ethyl,

(17) $\text{-C}_1\text{-2alkyl-C(O)-NH-phenyl}$ and

~~(18) $\text{-C}_1\text{-2alkyl-C(O)-NHN}$;~~

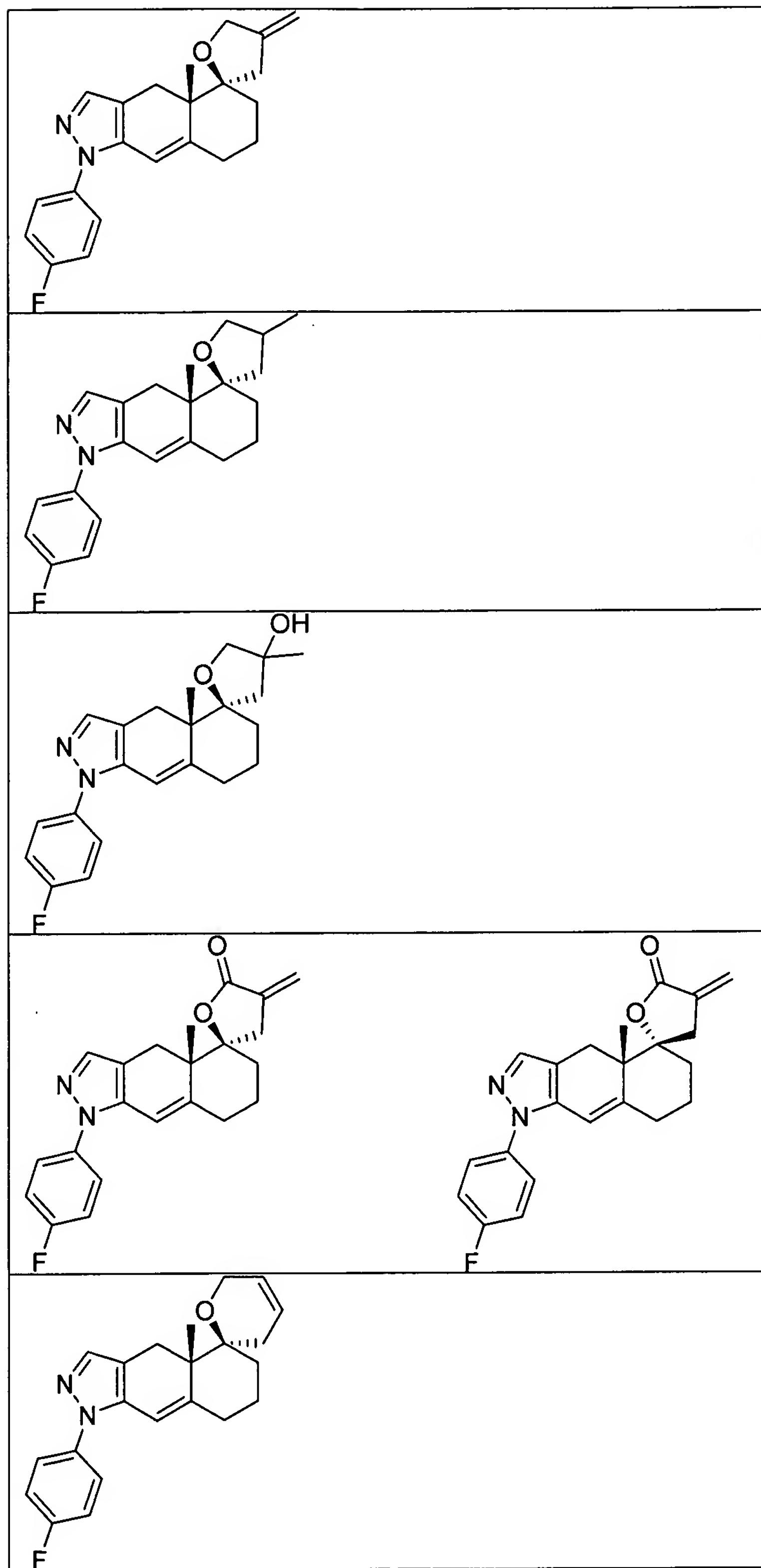
(18) $\text{-C}_1\text{-2alkyl-C(O)-NHN}$.

12. (previously amended) A compound according to claim 11 wherein each R⁴ is independently selected from the group consisting of -C₁-6alkyl or hydrogen.

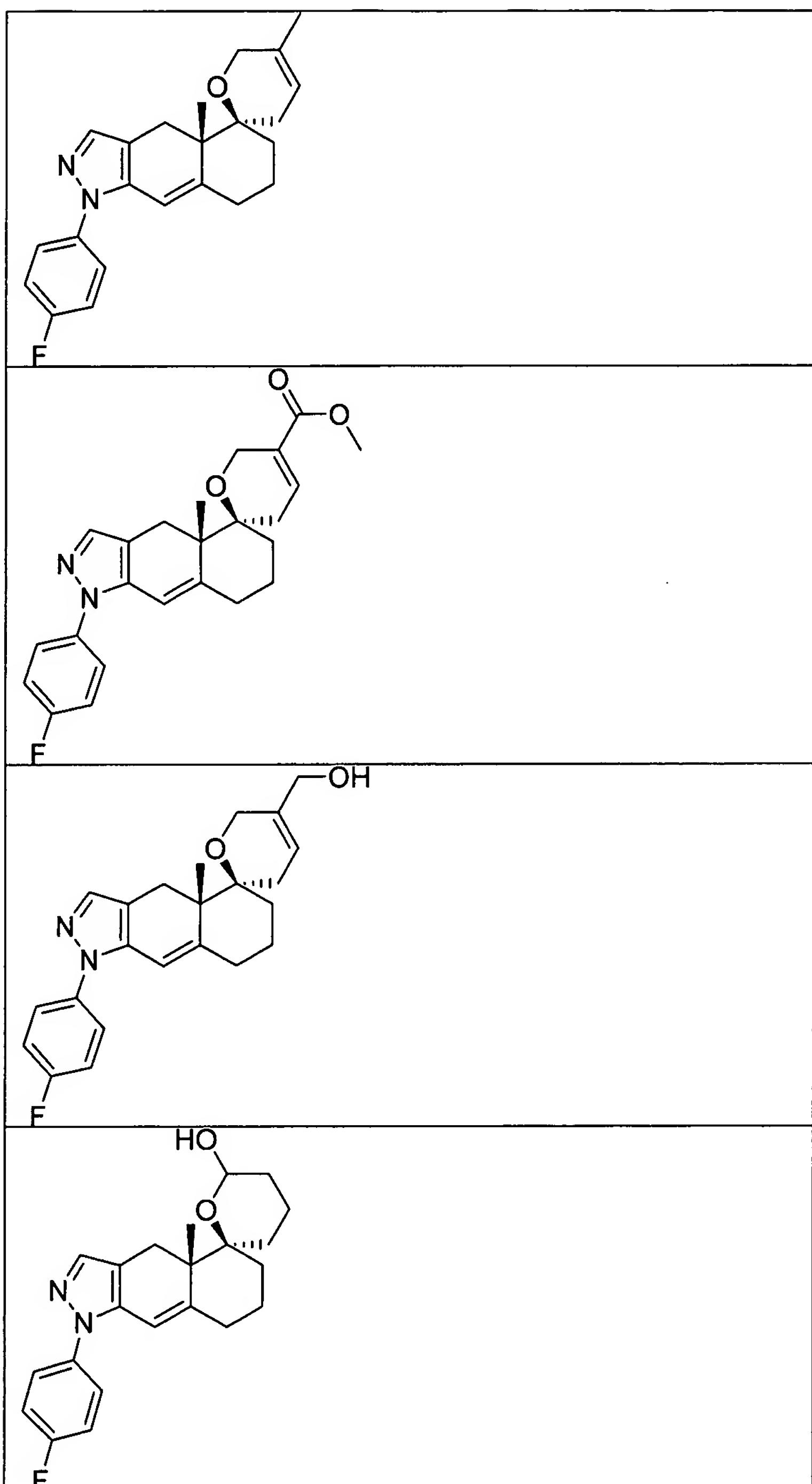
13. (presently amended) A compound according to claim 11 wherein X and Y are both O or are both S or X is O and Y is CH₂; and
R¹ is phenyl optionally mono or di- substituted with halo.

14. (previously amended) A compound selected from one of the following groups:

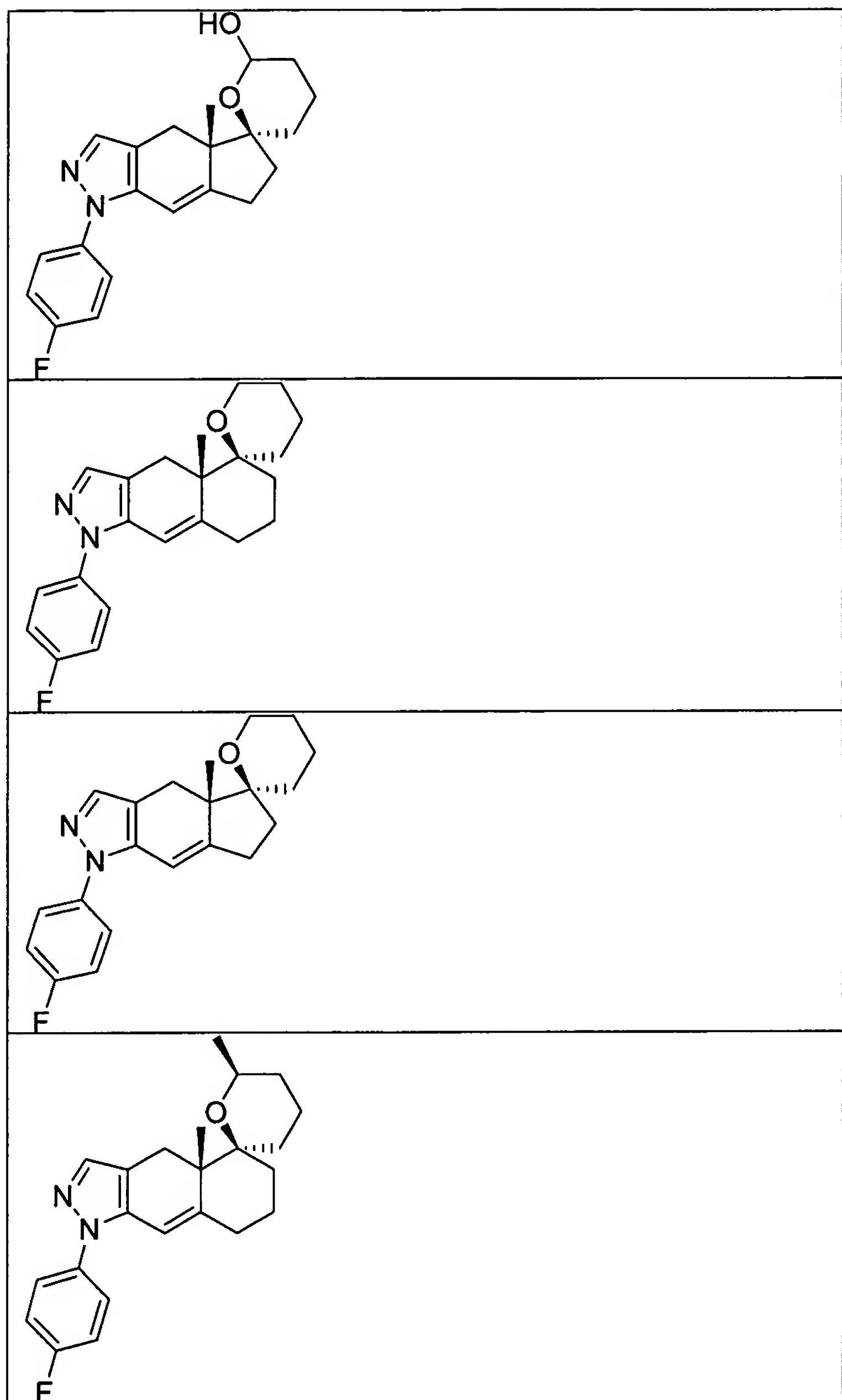
i)

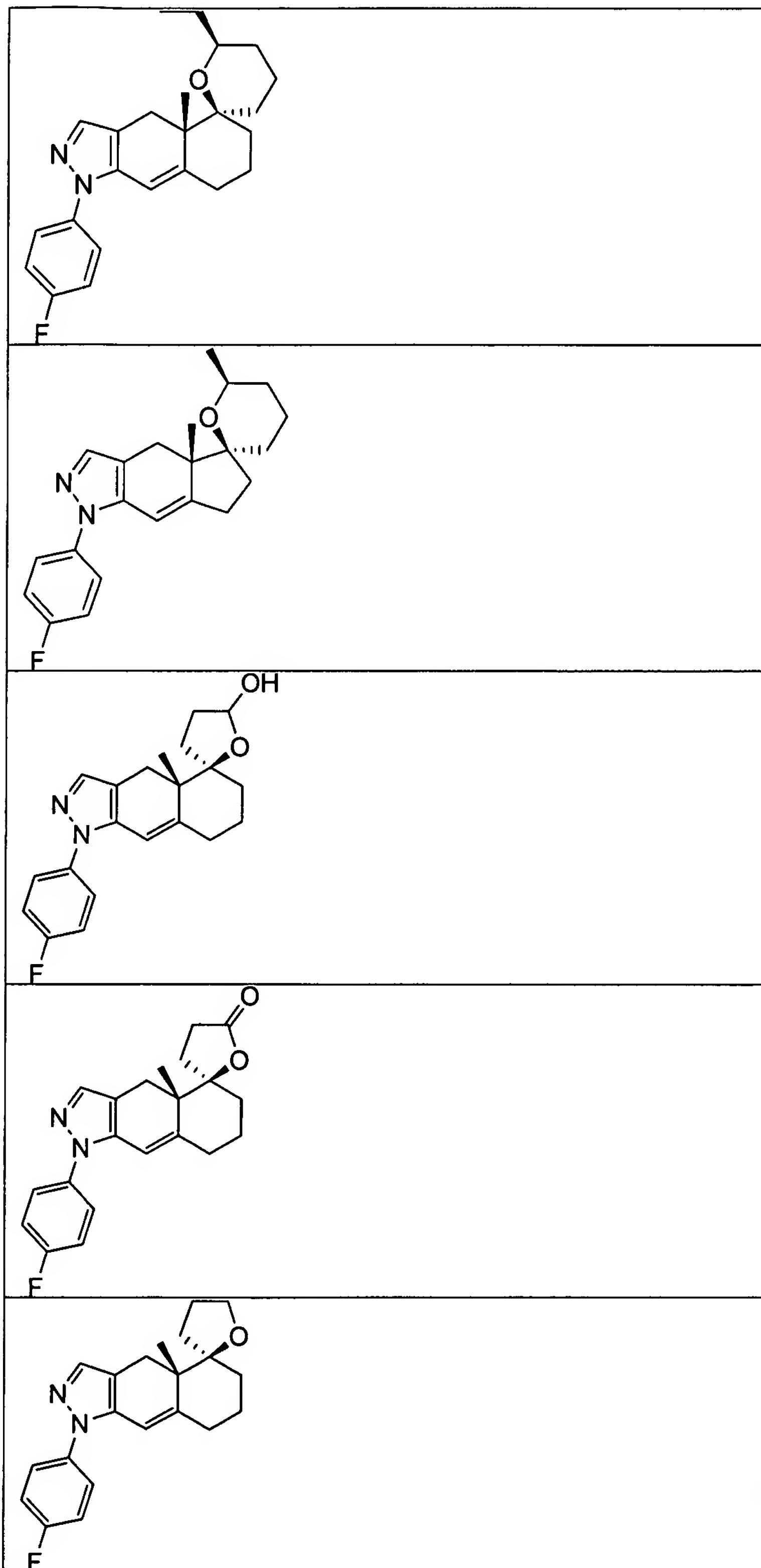


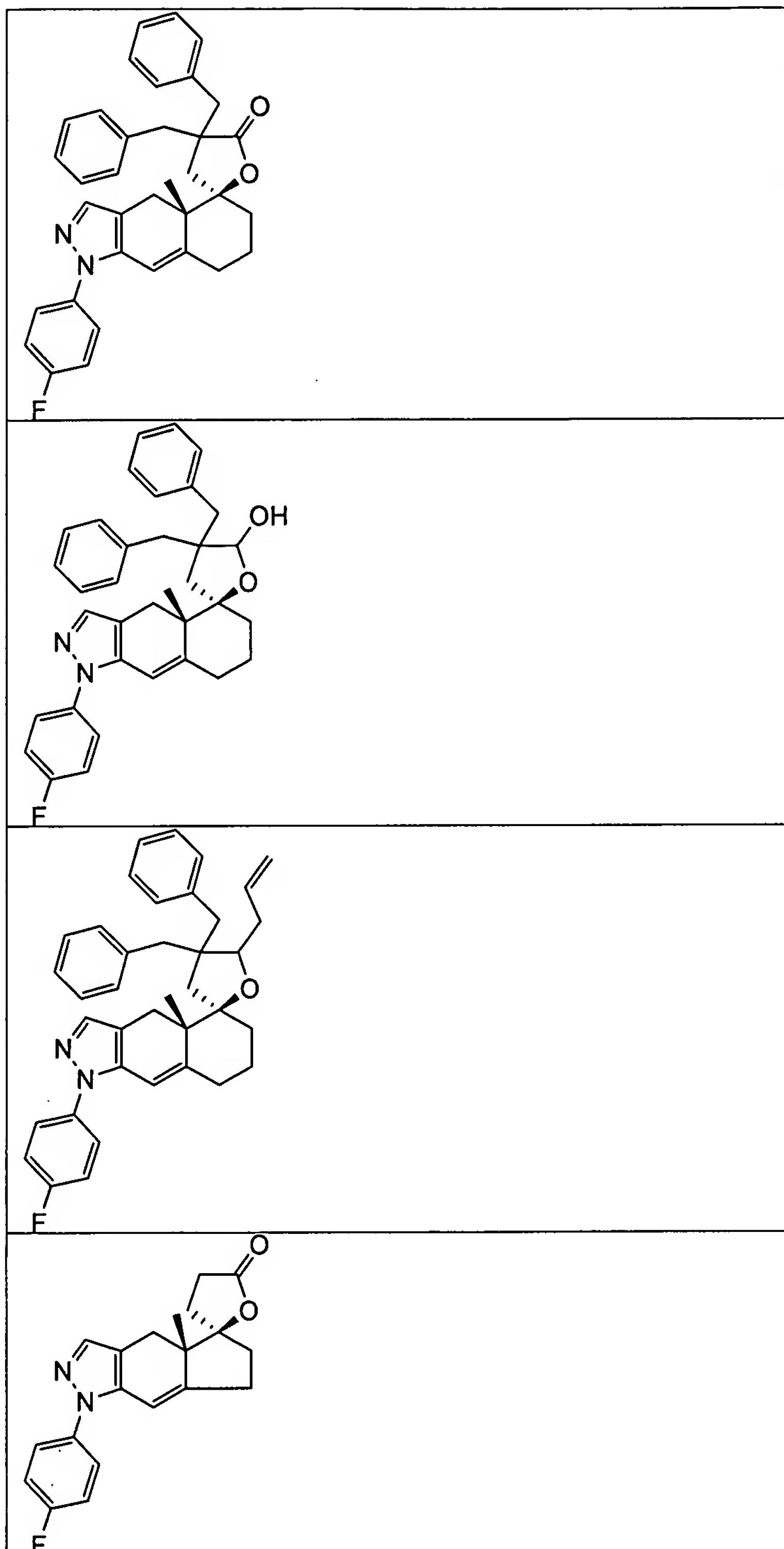
Serial No.: 10/551,933
Case No.: 21150P
Page 9



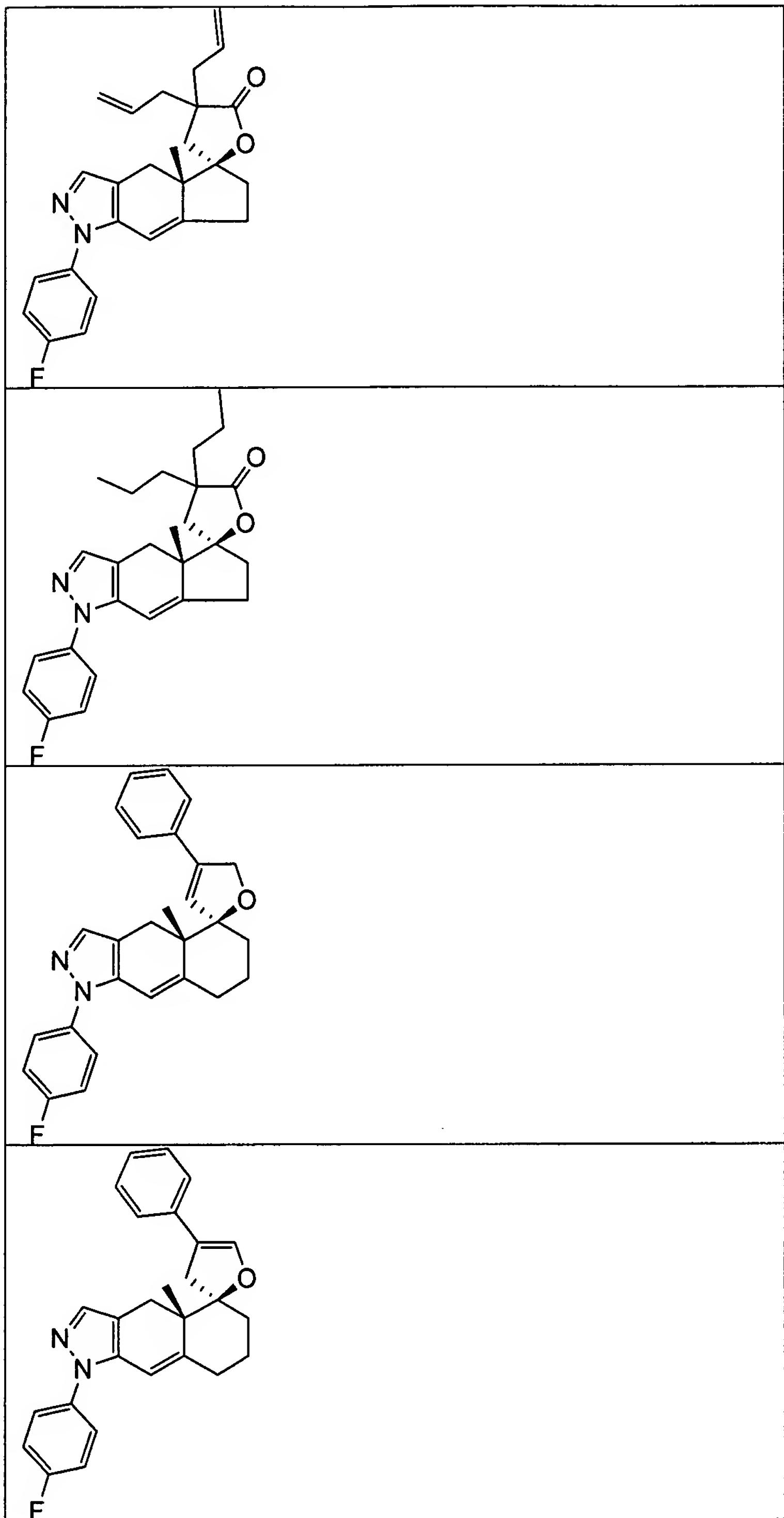
Serial No.: 10/551,933
Case No.: 21150P
Page 10

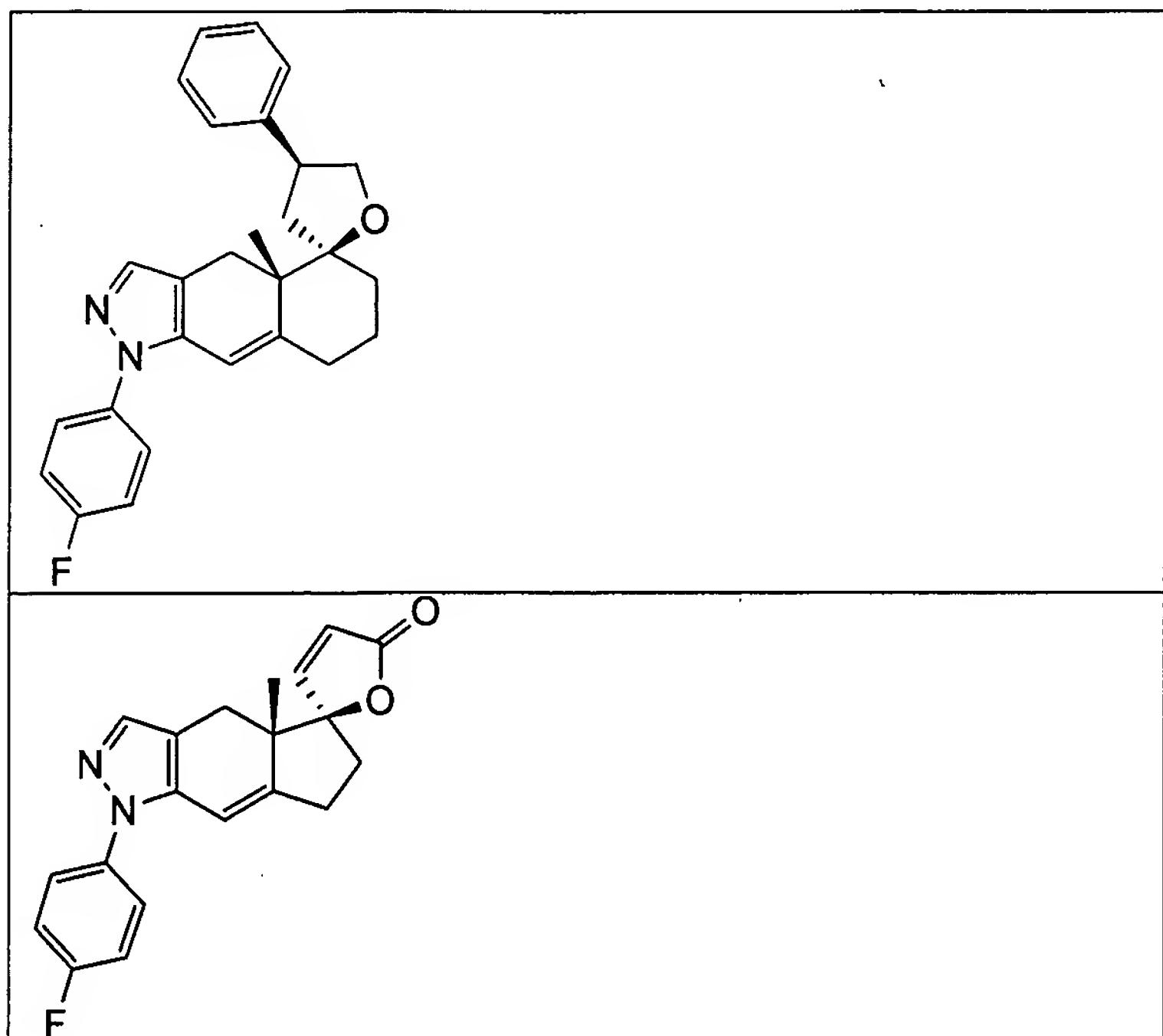




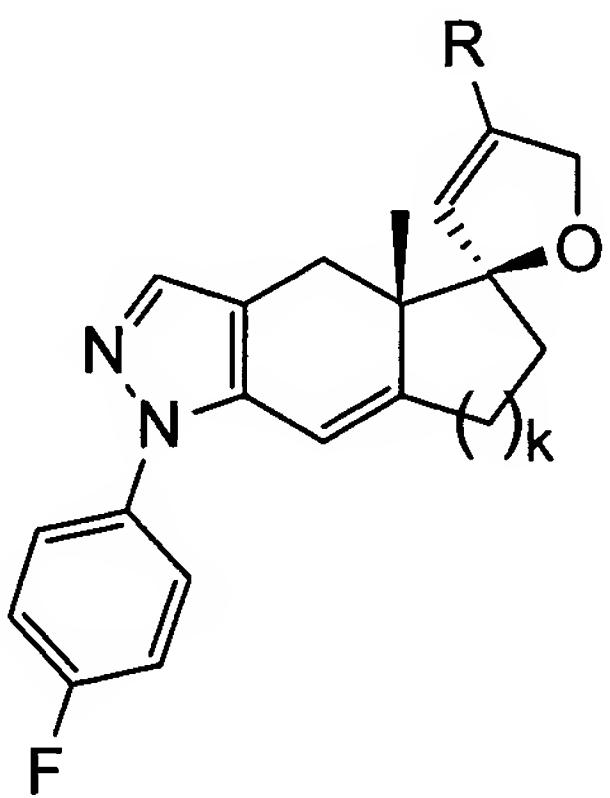


Serial No.: 10/551,933
Case No.: 21150P
Page 13



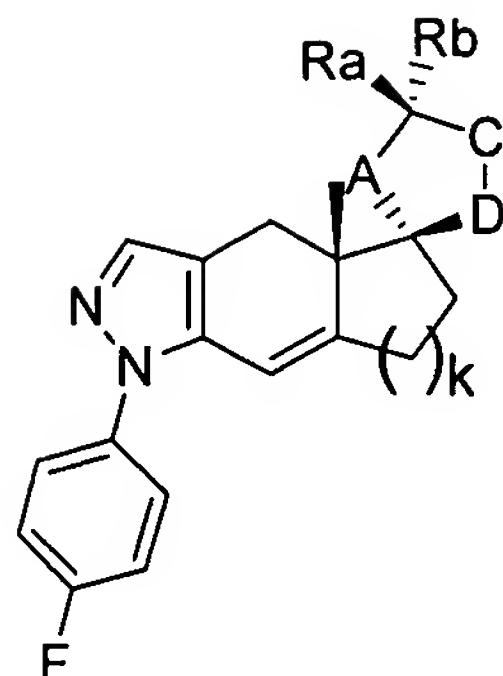


ii)



K	R
1	Vinyl
1	Phenyl
1	4-fluorophenyl
2	Benzyl
2	Vinyl
2	Ethyl

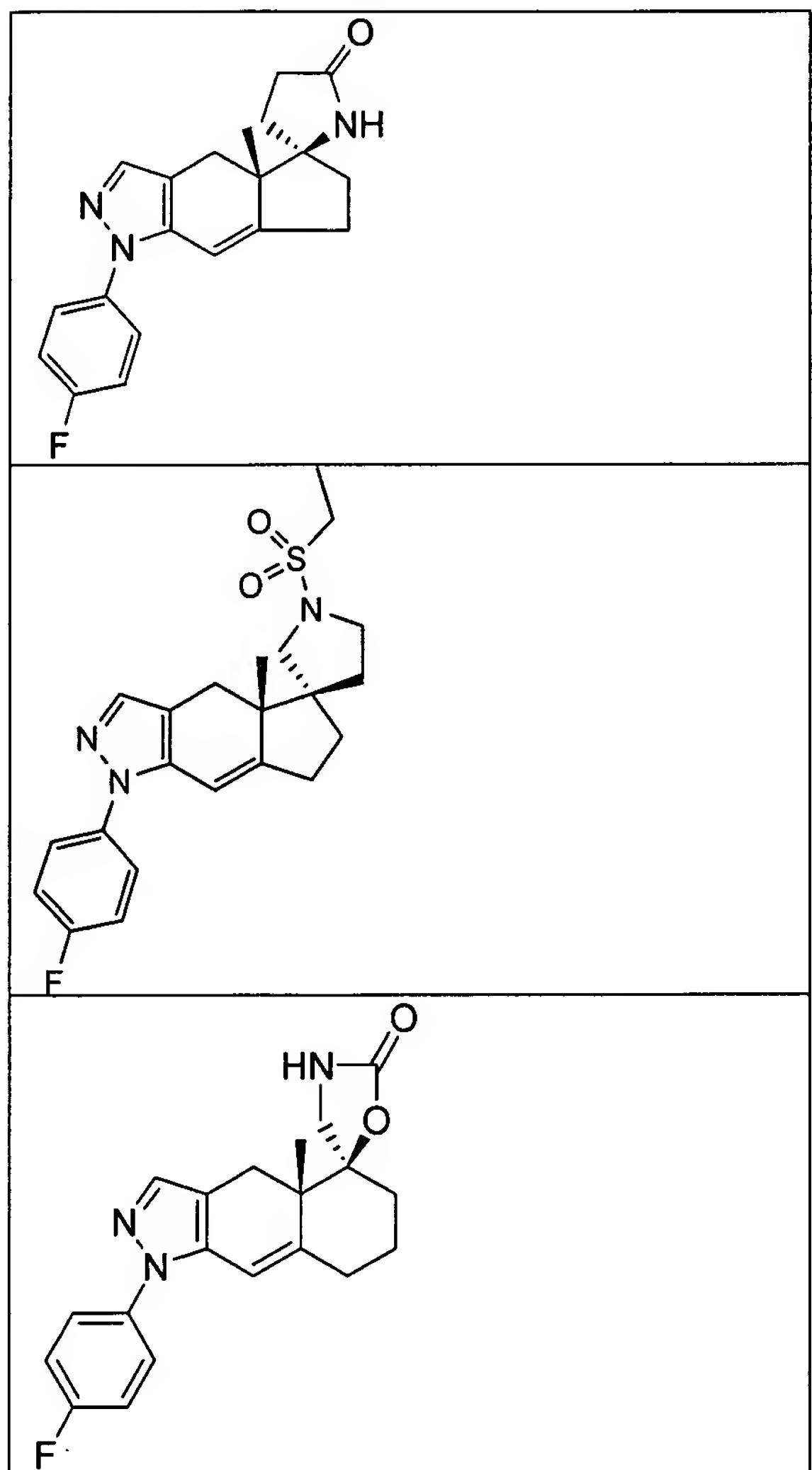
iii)



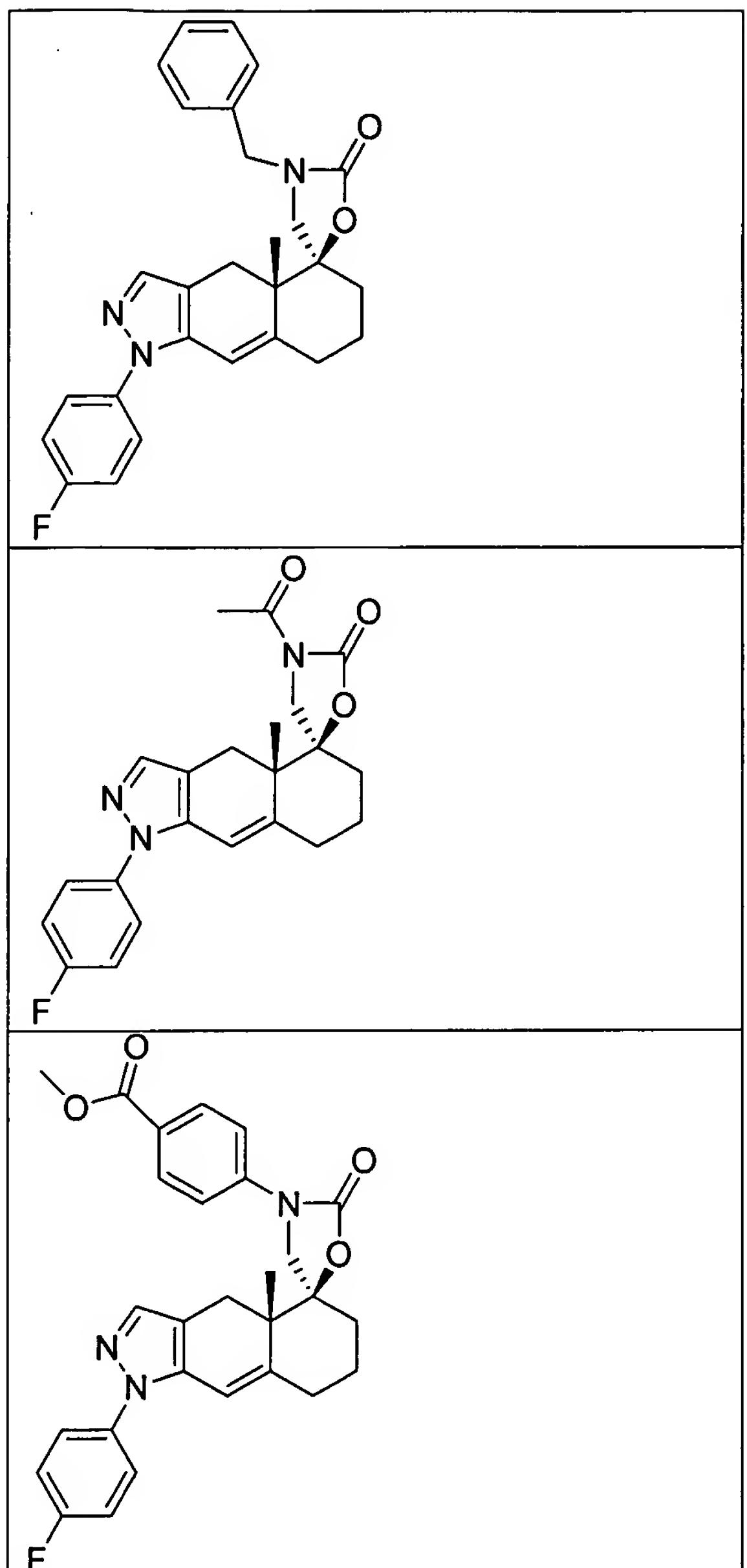
k	D	A	C	Ra	Rb
1	O	CH ₂	CH ₂	propyl	Propyl
1	O	CH ₂	CHOH	propyl	Propyl
1	O	CH ₂	CH ₂	allyl	Allyl
1	O	CH ₂	CHOH	allyl	Allyl
1	O	CH ₂	CH ₂	methyl	Methyl
1	O	CH ₂	CHOH	methyl	Methyl
1	O	CH ₂	C(O)	methyl	Methyl
1	O	CH ₂	CH ₂	H	H
1	O	CH ₂	CHOH	H	H
2	CH ₂	O	CH ₂	ethyl	H
2	CH ₂	O	CH ₂	H	Ethyl
2	CH ₂	O	CH ₂	H	Phenyl
2	O	CH ₂	CH(allyl)	allyl	Allyl
2	O	CH ₂	CH ₂	methyl	Methyl
2	O	CH ₂	CH ₂	benzyl	Benzyl
2	O	CH ₂	CH ₂	allyl	Allyl
2	O	CH ₂	CHOH	methyl	Methyl
2	O	CH ₂	CHOH	allyl	Allyl
2	O	CH ₂	CH(allyl)	H	H

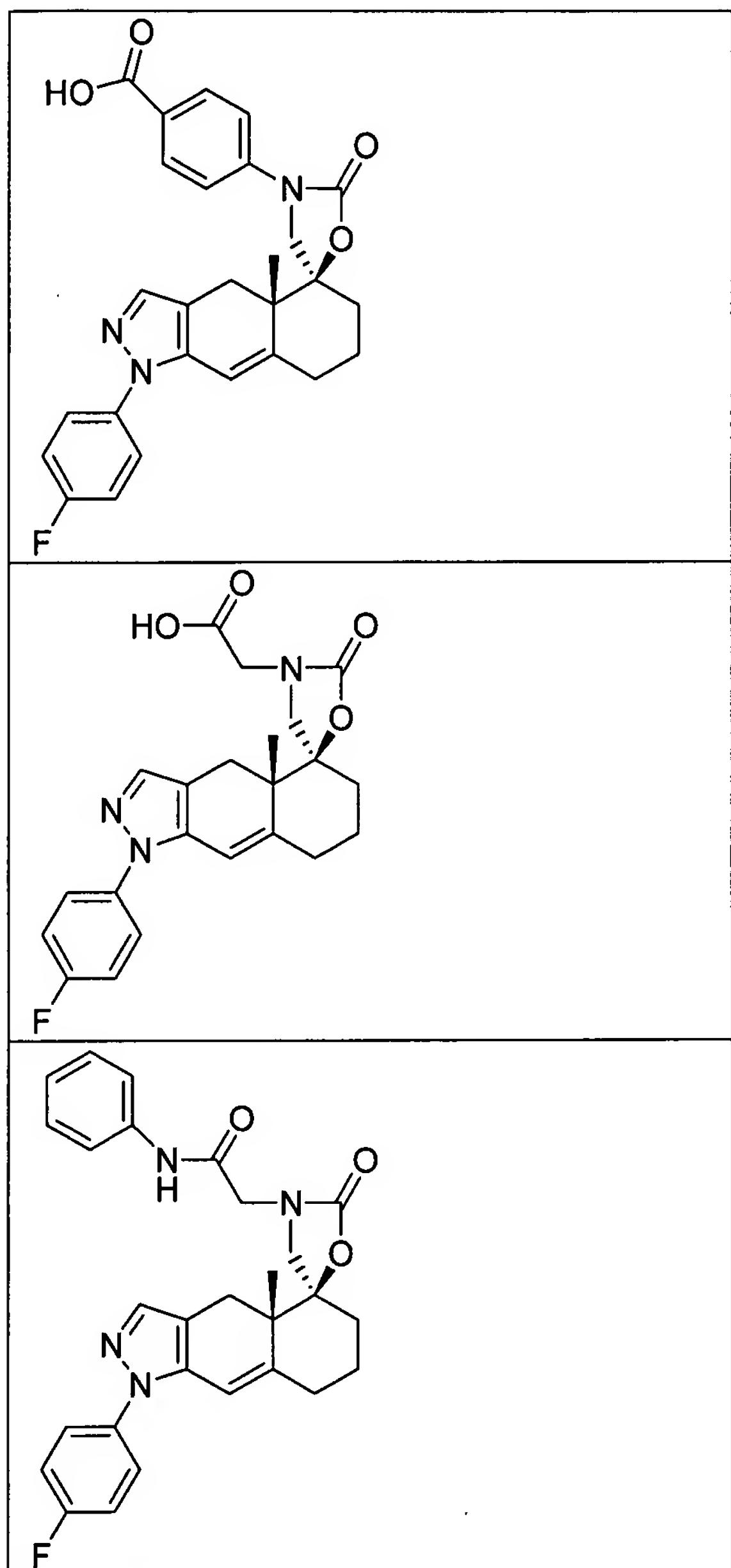
2	O	CH ₂	C(O)	methyl	Methyl
2	O	CH ₂	C(O)	allyl	Allyl

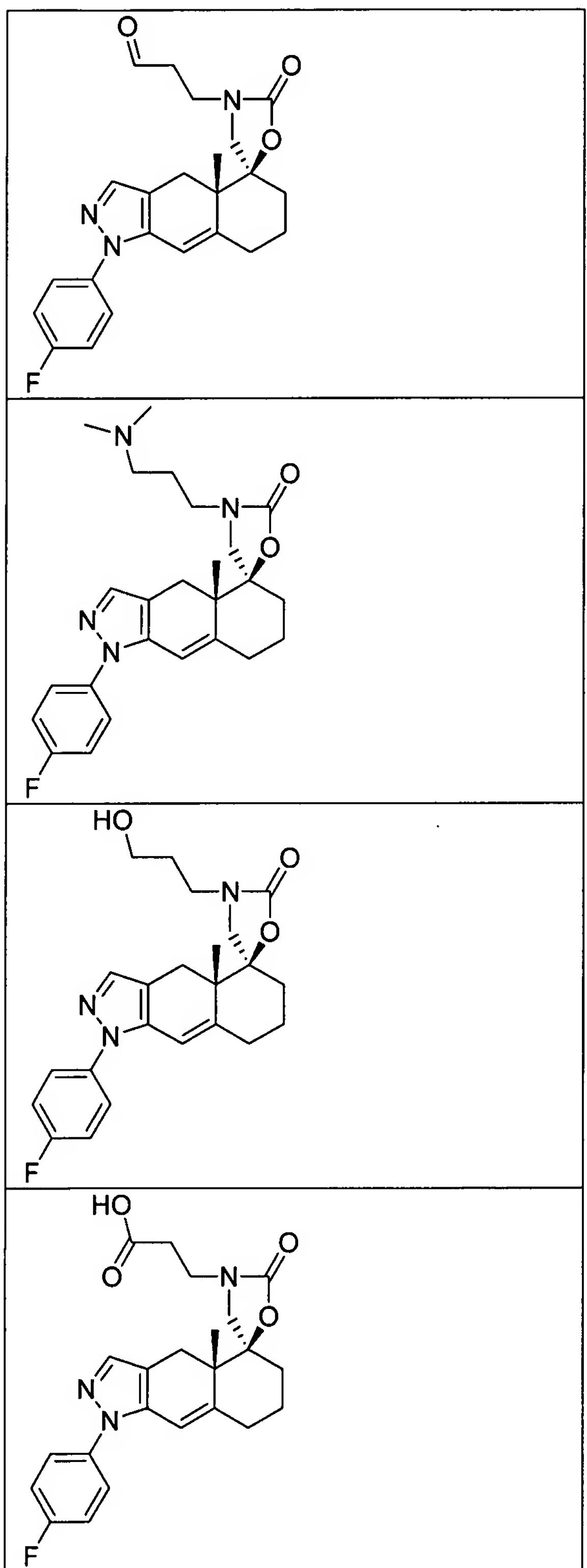
iv)

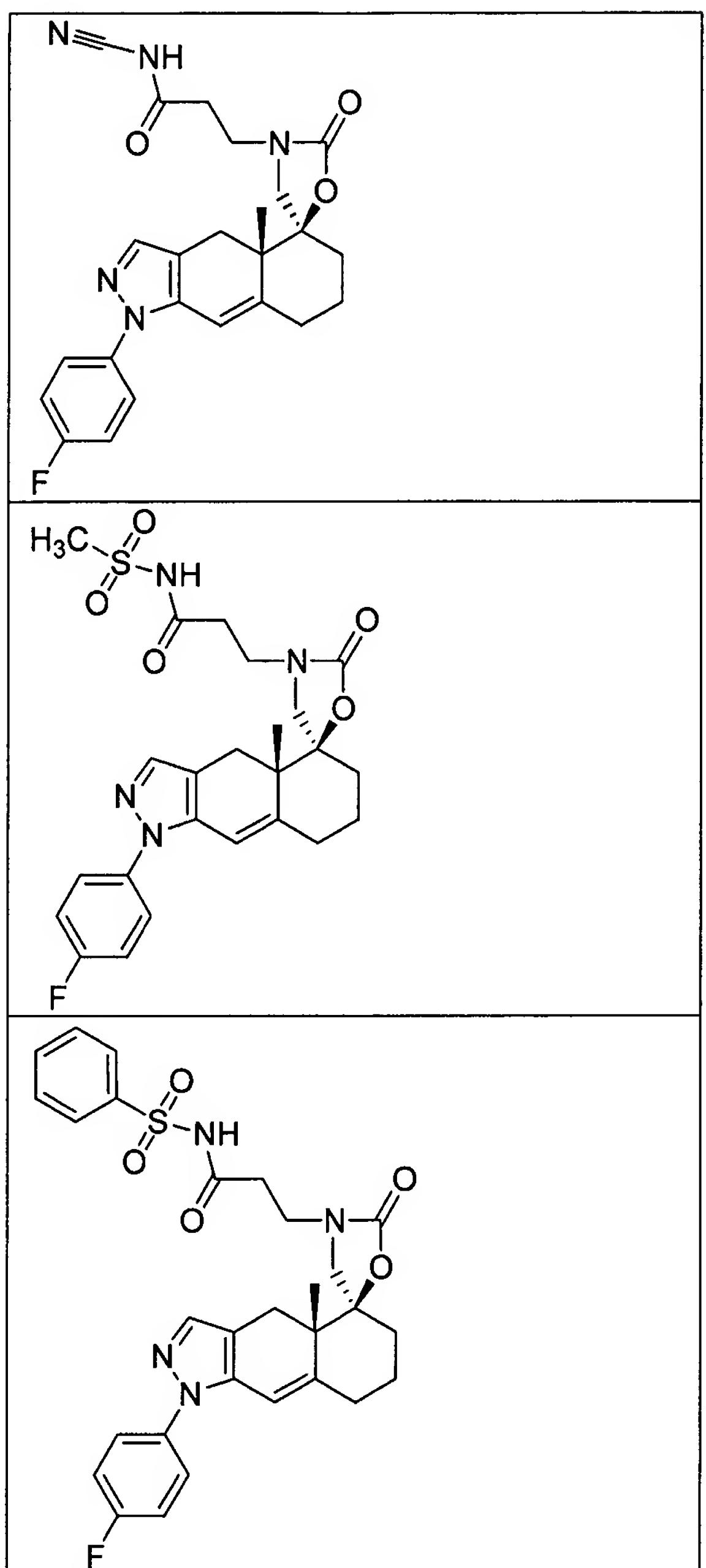


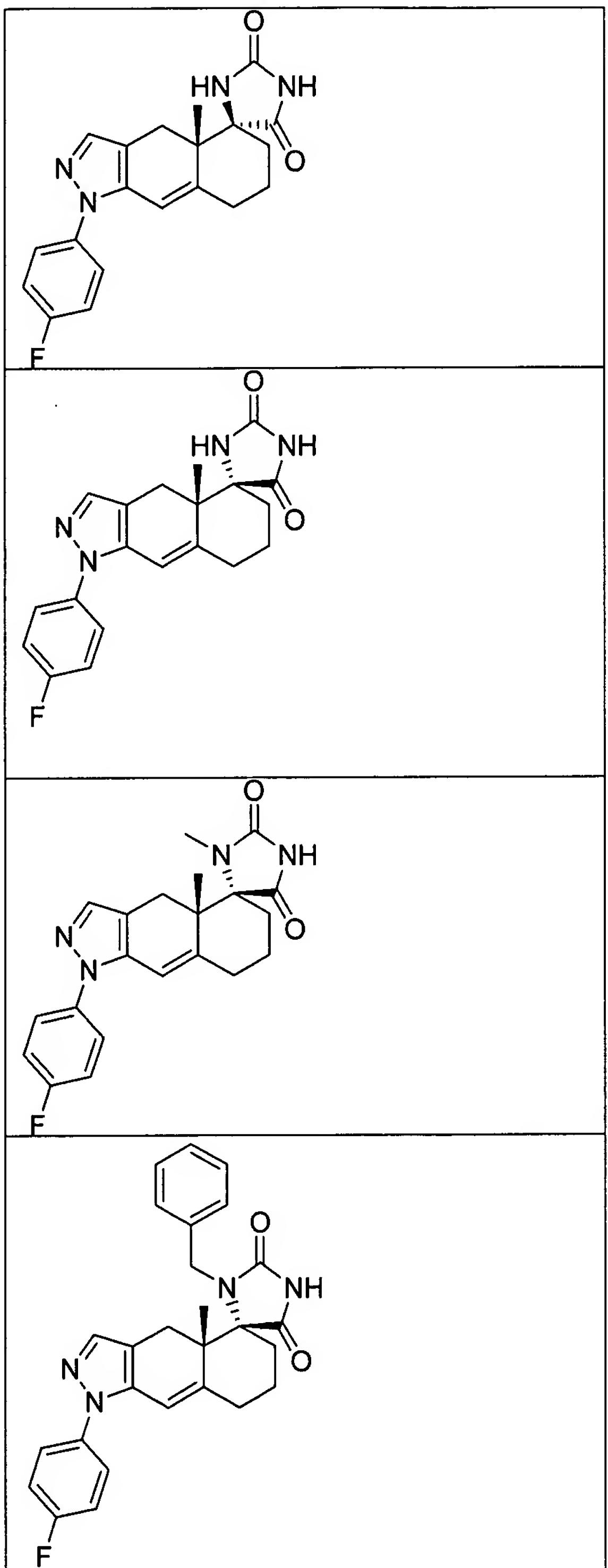
Serial No.: 10/551,933
Case No.: 21150P
Page 17

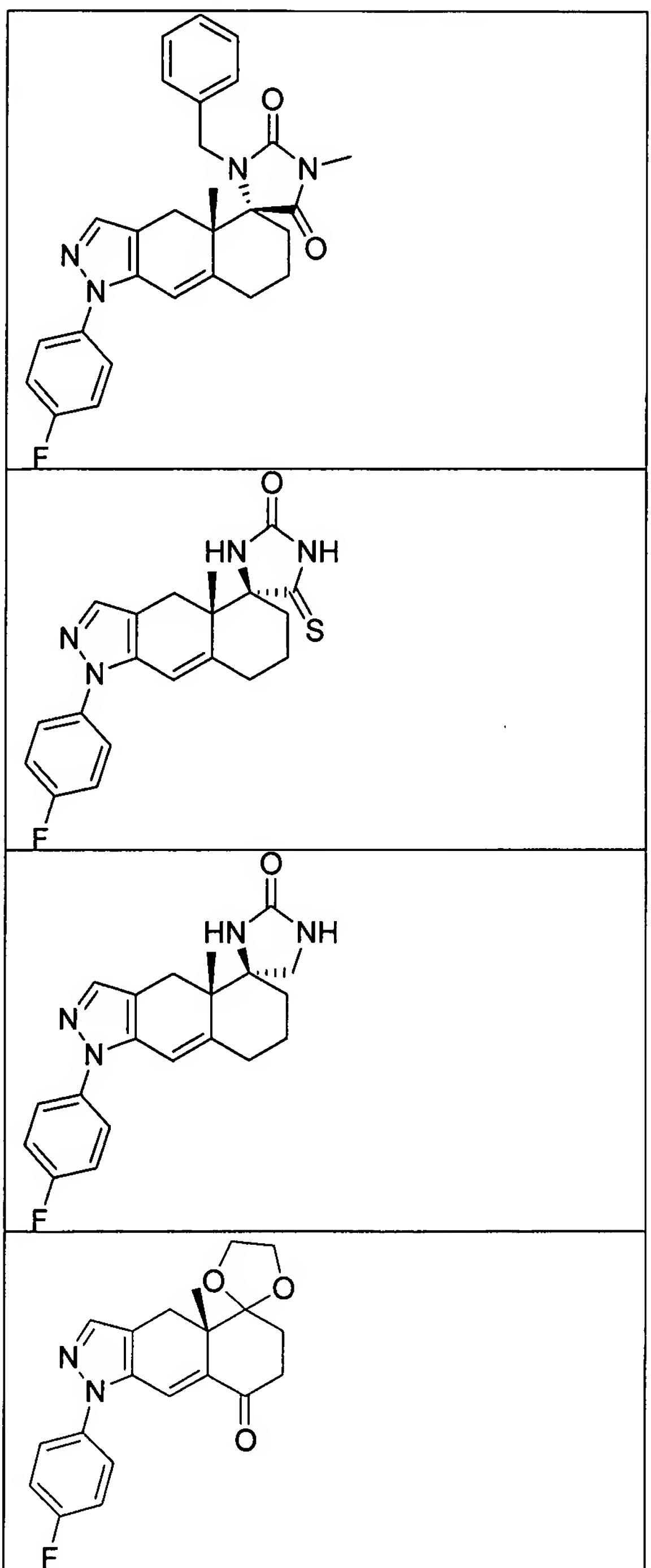


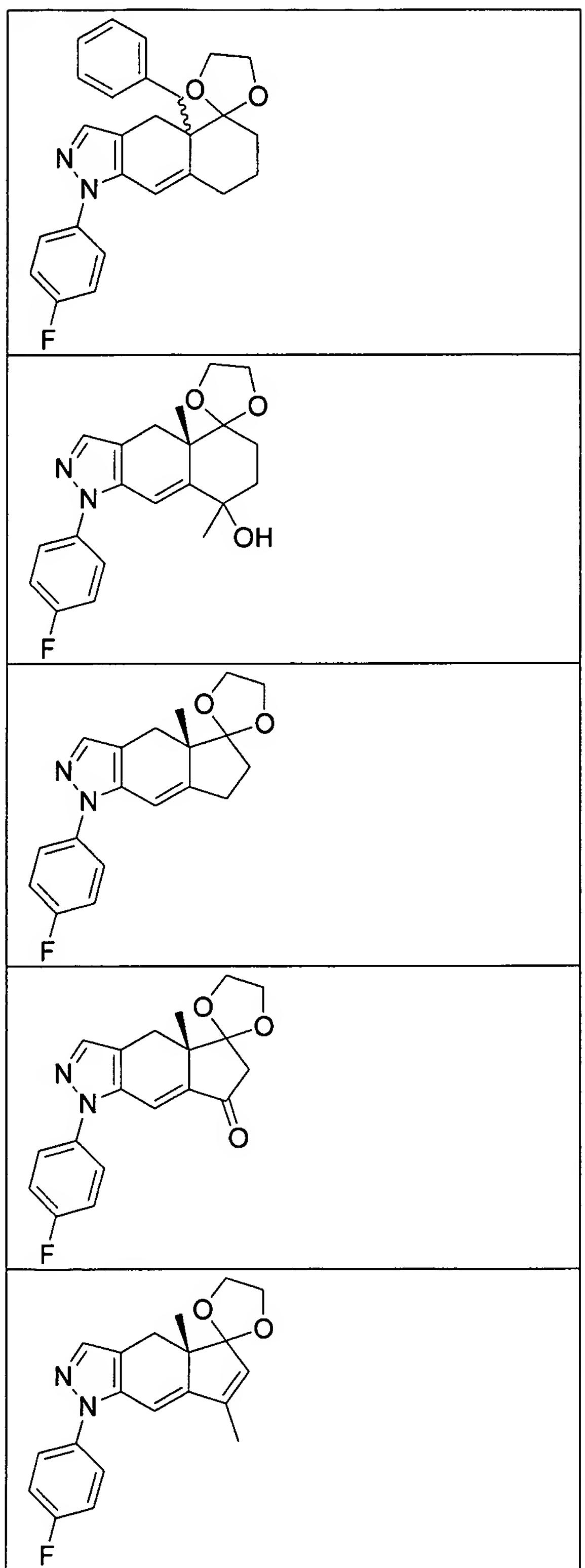


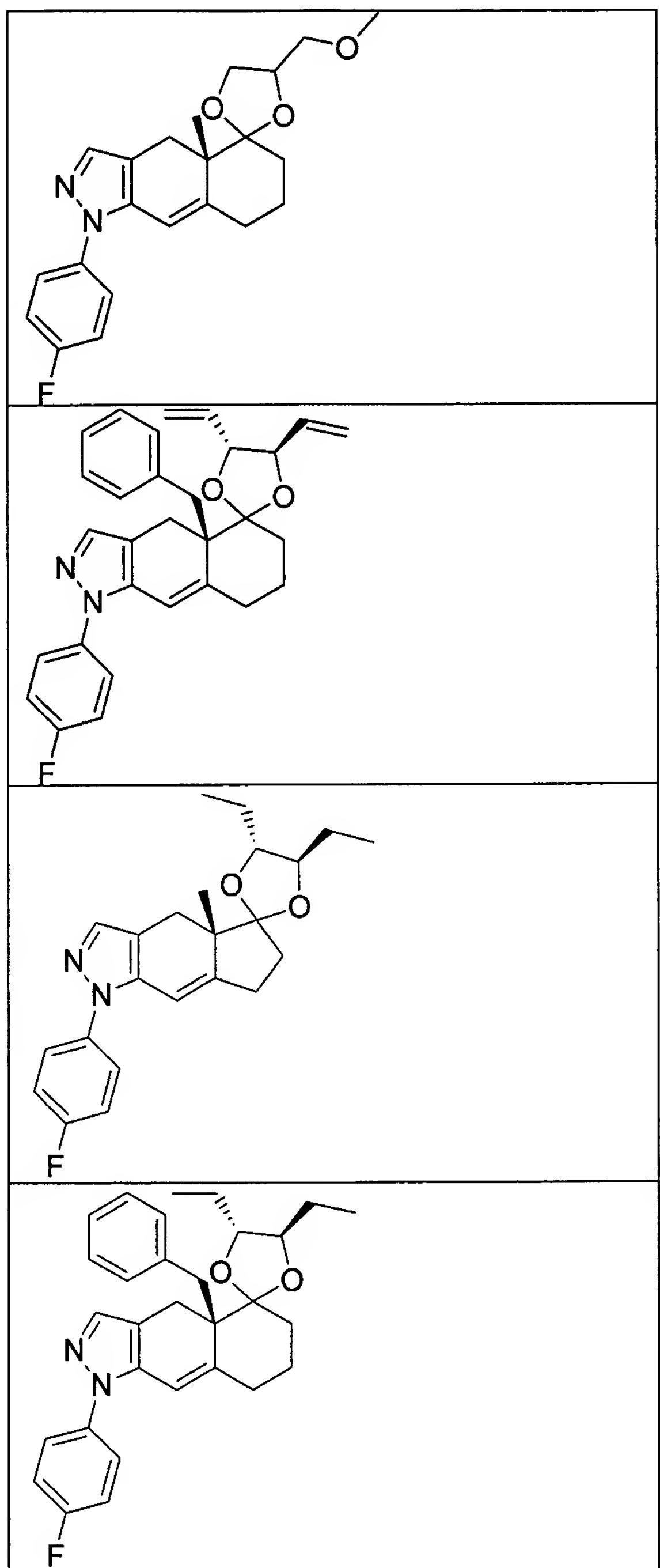




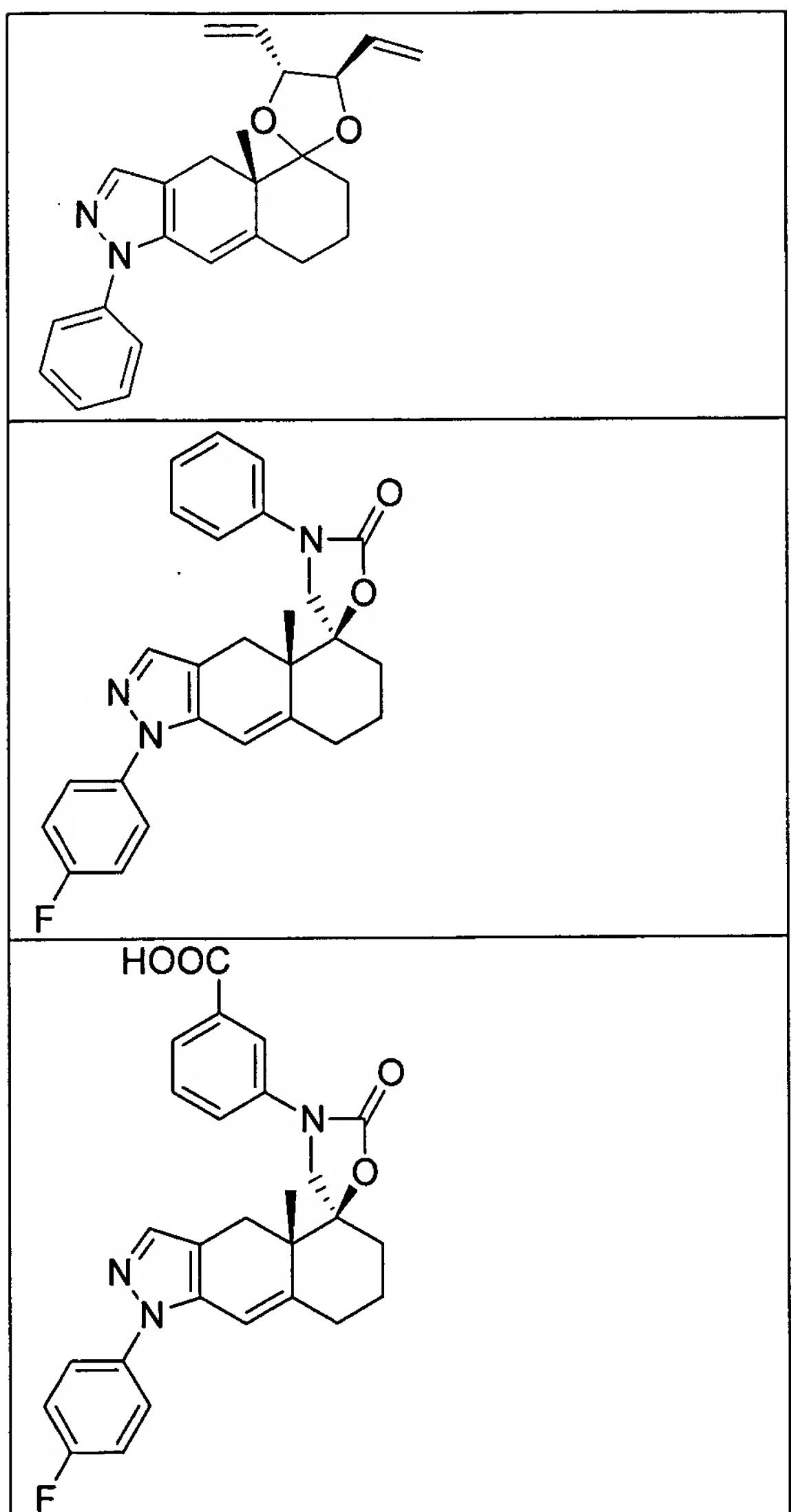




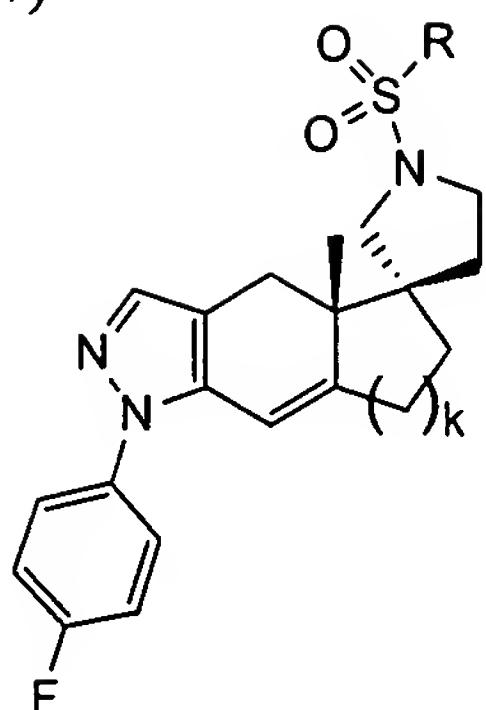




Serial No.: 10/551,933
Case No.: 21150P
Page 25

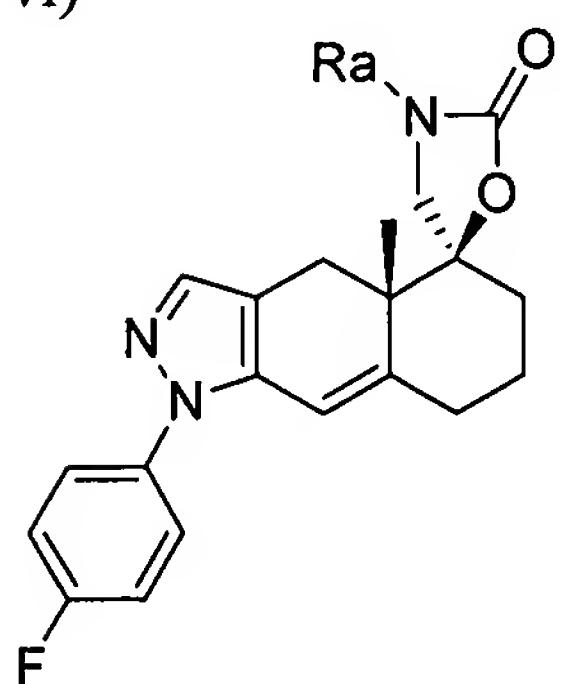


v)



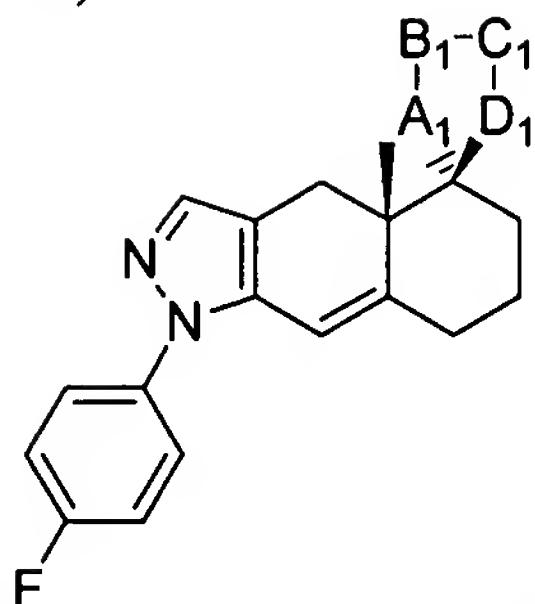
k	R
1	phenyl
2	ethyl
2	phenyl

vi)



Ra
Methyl
Allyl
Isopropyl
2-methoxyethyl
$\text{CH}_2\text{CO}_2\text{Et}$
2-(1,3-dioxan)ethyl

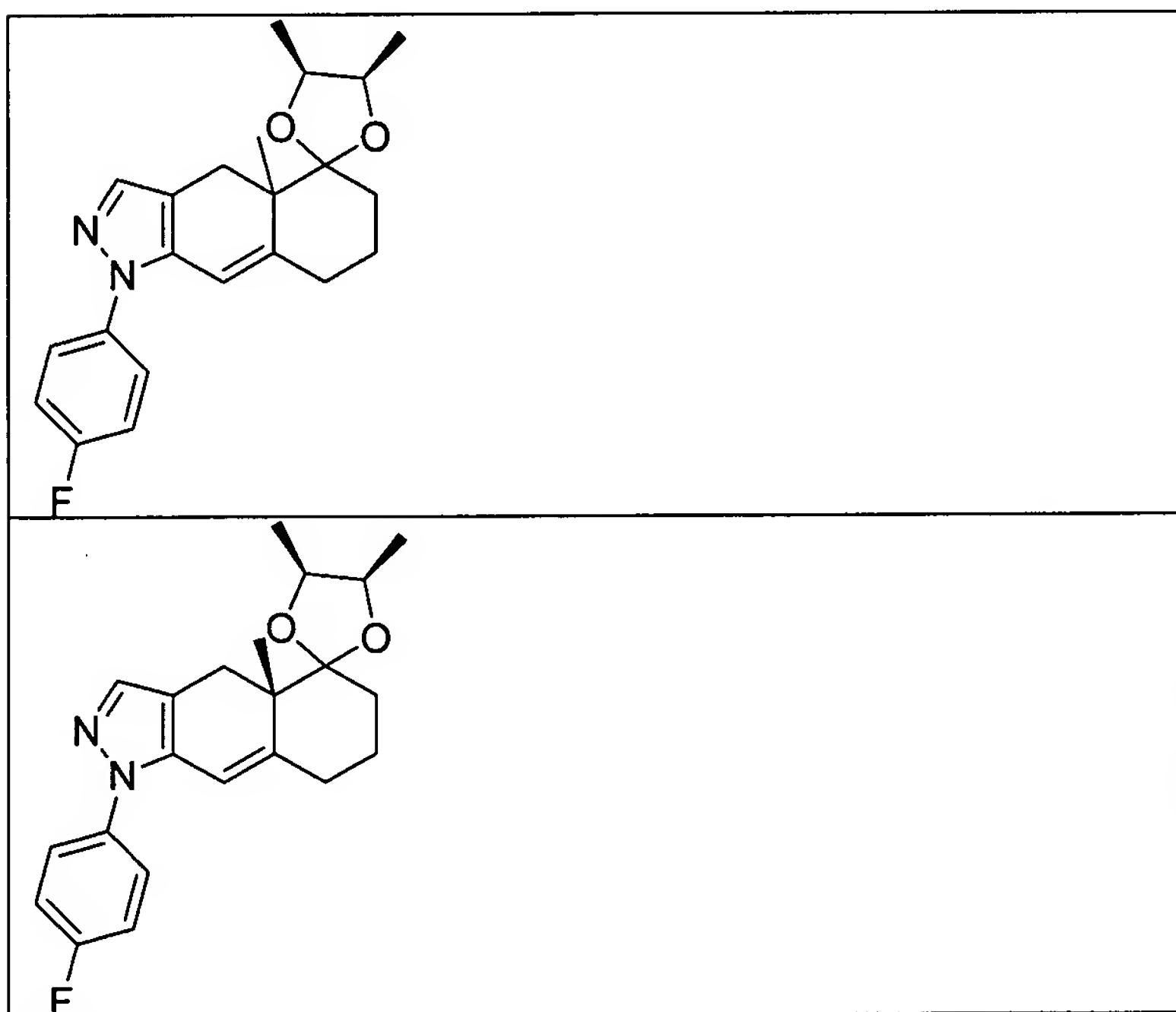
vii)

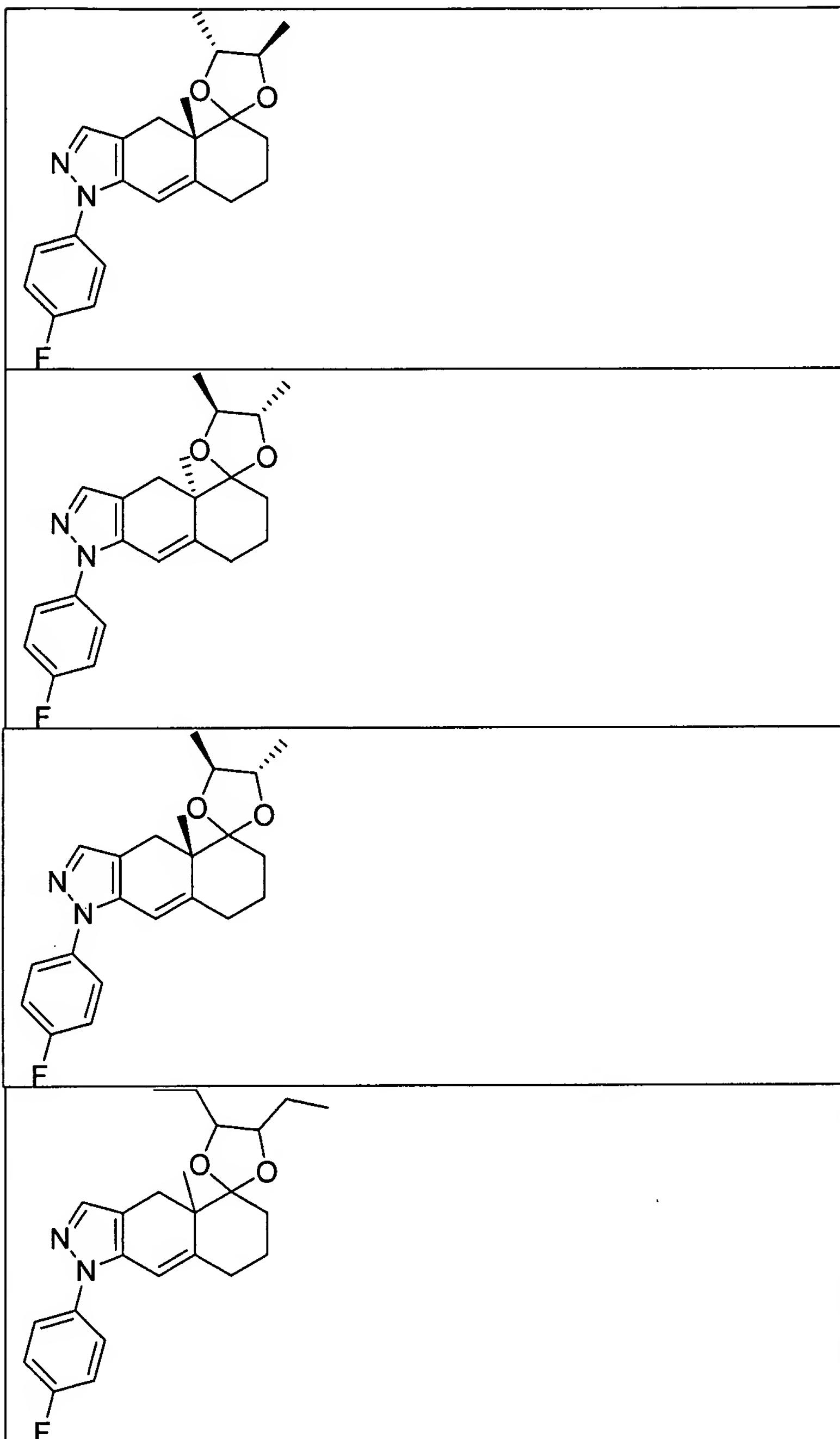


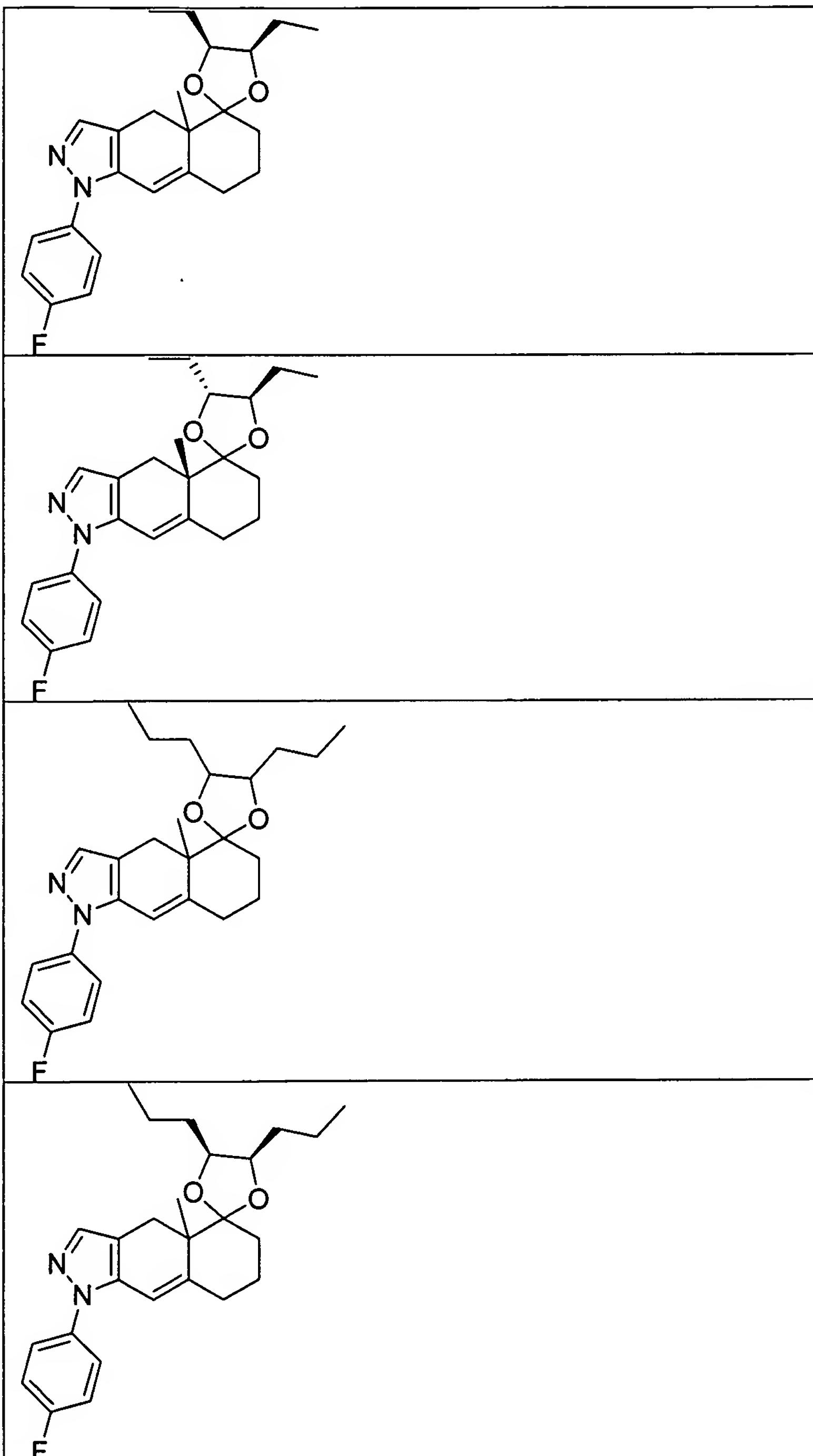
C ₁	D ₁	A ₁	B ₁
C(O)	NCH ₃	C(O)	NH
NCH ₂ Ph	C(O)	NCH ₃	C(O)
NCH ₃	C(O)	NCH ₃	C(O)
NCH ₂ CH=C H ₂	C(O)	NCH ₃	C(O)
C(O)	NCH ₃	C(O)	NCH ₂ Ph
C(O)	NCH ₃	C(O)	NCH ₃
C(O)	NCH ₃	C(O)	NCH ₂ CH=C H ₂
C(O)	NCH ₃	C(O)	NH
N(CH ₂) ₂ CO ₂ H	C(O)	NCH ₂ Ph	C(O)
NH	C(O)	N(CH ₂) ₂ CO ₂ H	C(O)
NH	C(O)	N(CH ₂) ₂ 	C(O)
C(O)	NCH ₃	C(O)	N(CH ₂) ₂ CO ₂ H
C(O)	NCH ₃	C(O)	N(CH ₂) ₂
NCH ₂ CH=C H ₂	C(O)	NCH ₂ CH=C H ₂	C(O)

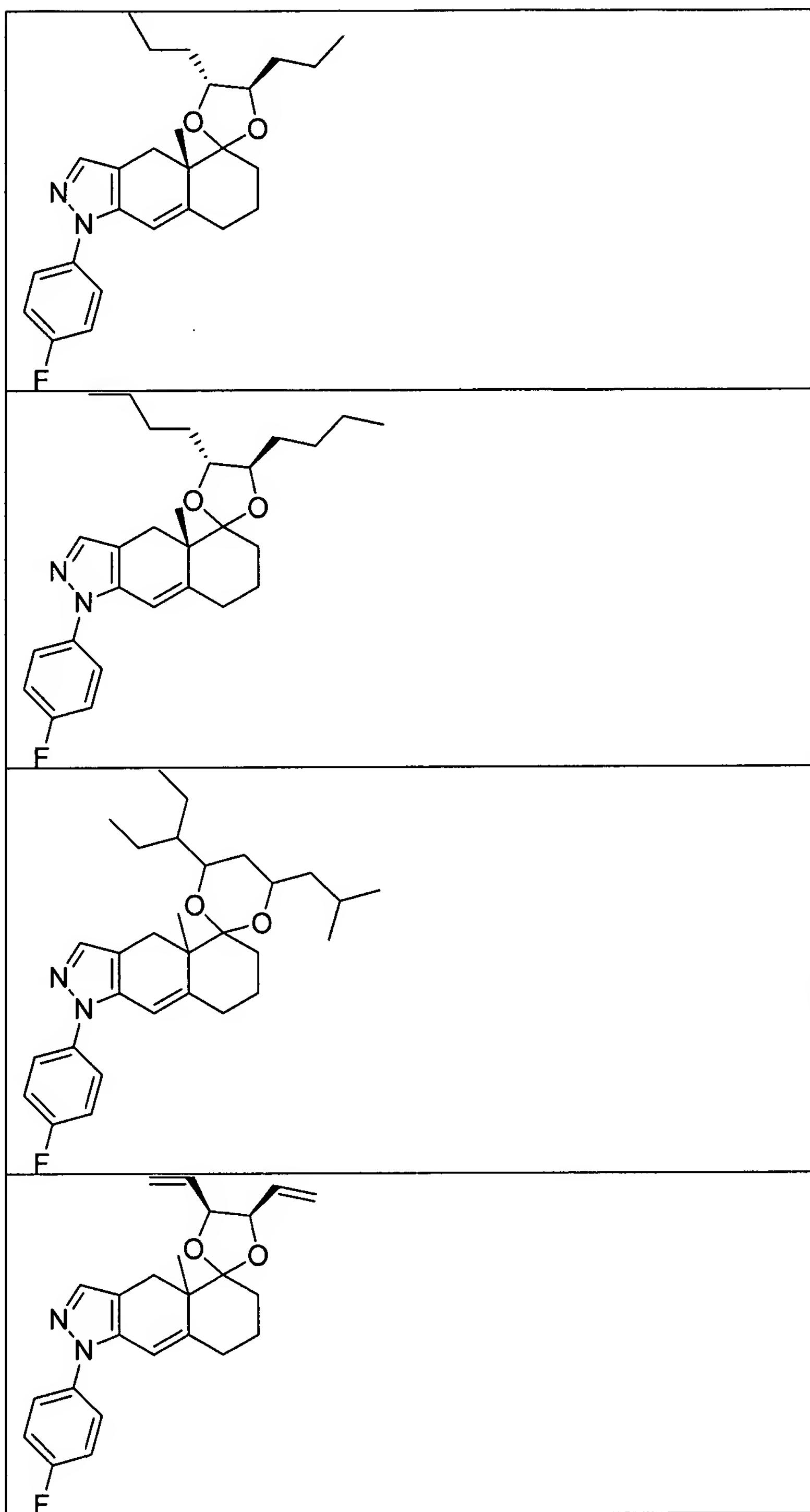
.NCH ₂ Ph	C(O)	NCH ₂ Ph	C(O)
NH	C(S)	NCH ₂ Ph	C(O)
NH	C(S)	NH	C(O)
NH	C(S)	NCH ₂ CH=C H ₂	C(O)
NH	C(S)	NCH ₃	C(O)
NH	CH ₂	NCH ₂ Ph	C(O)
NH	CH ₂	NH	C(O)
C(O)	NCH ₃	CH ₂	NCH ₃
NH	CH ₂	NCH ₃	C(O)

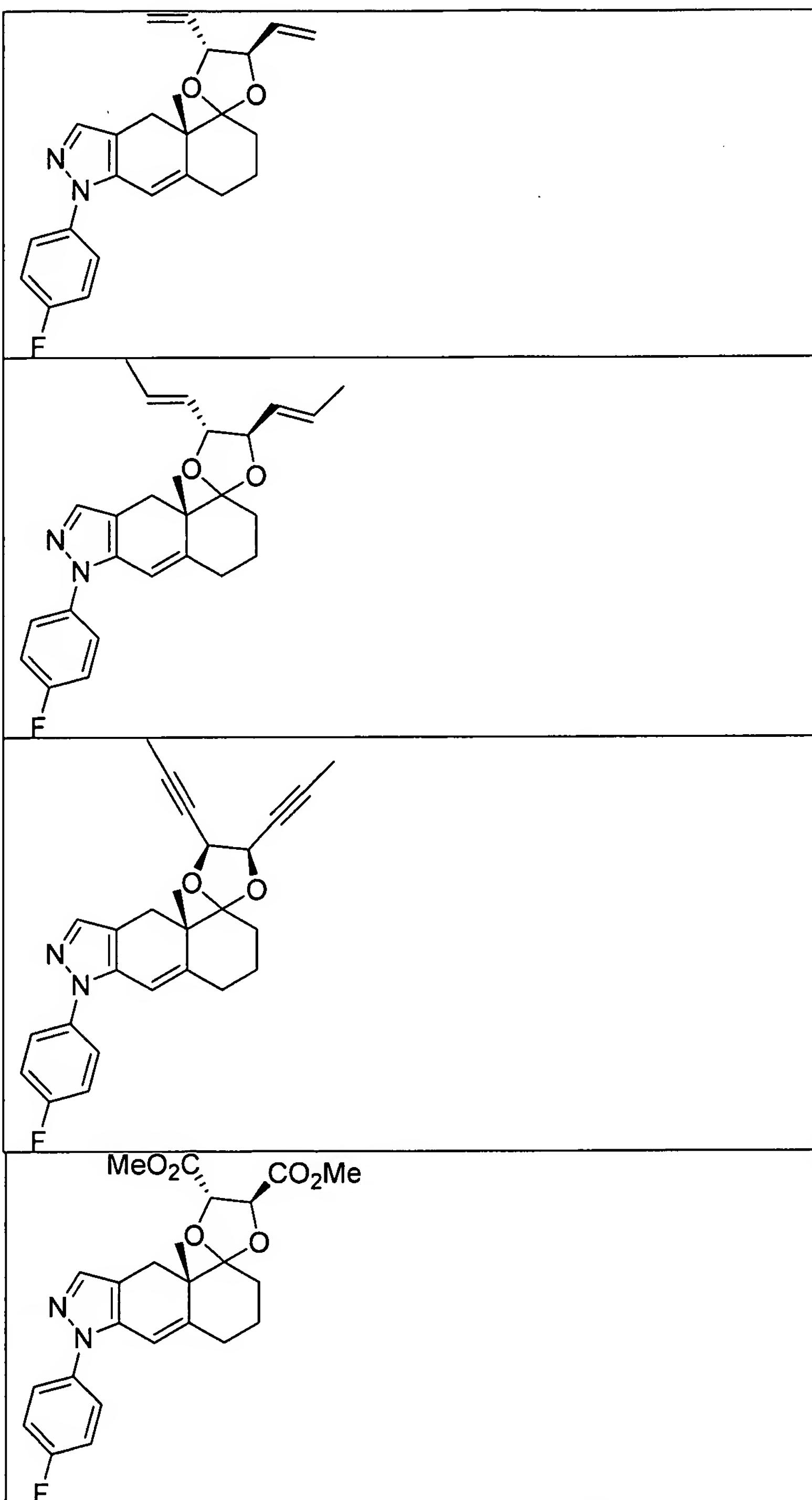
and viii)

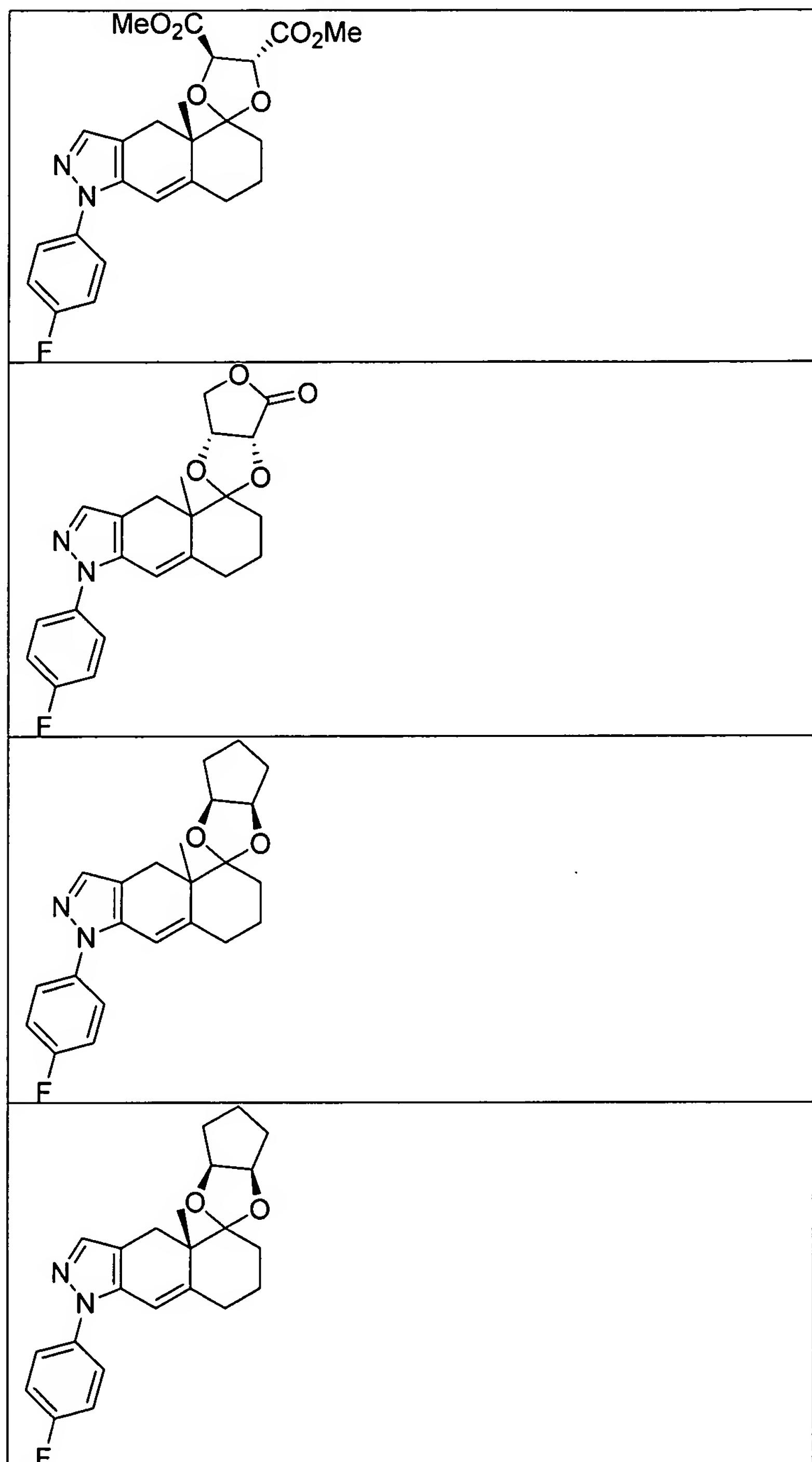


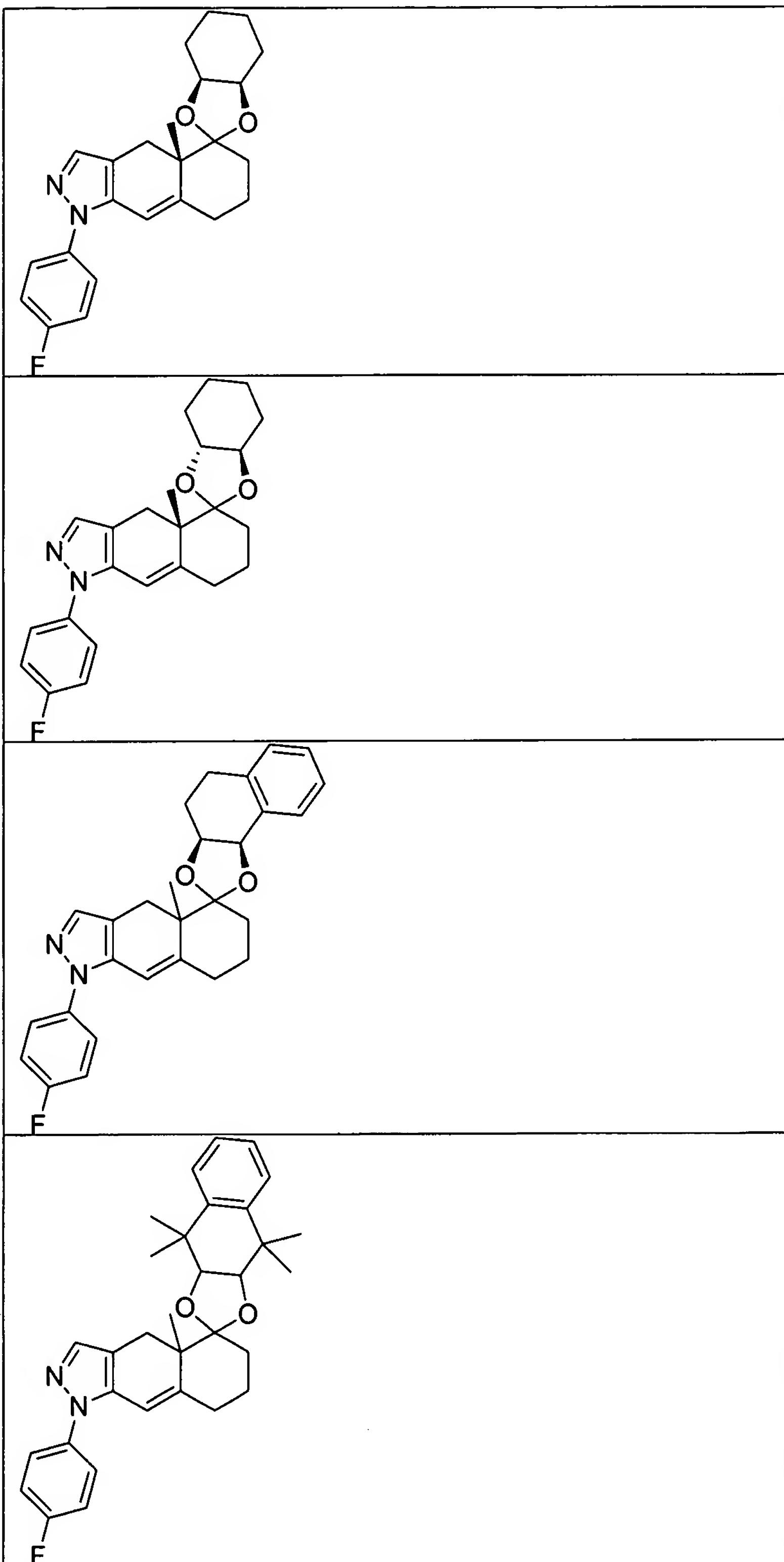


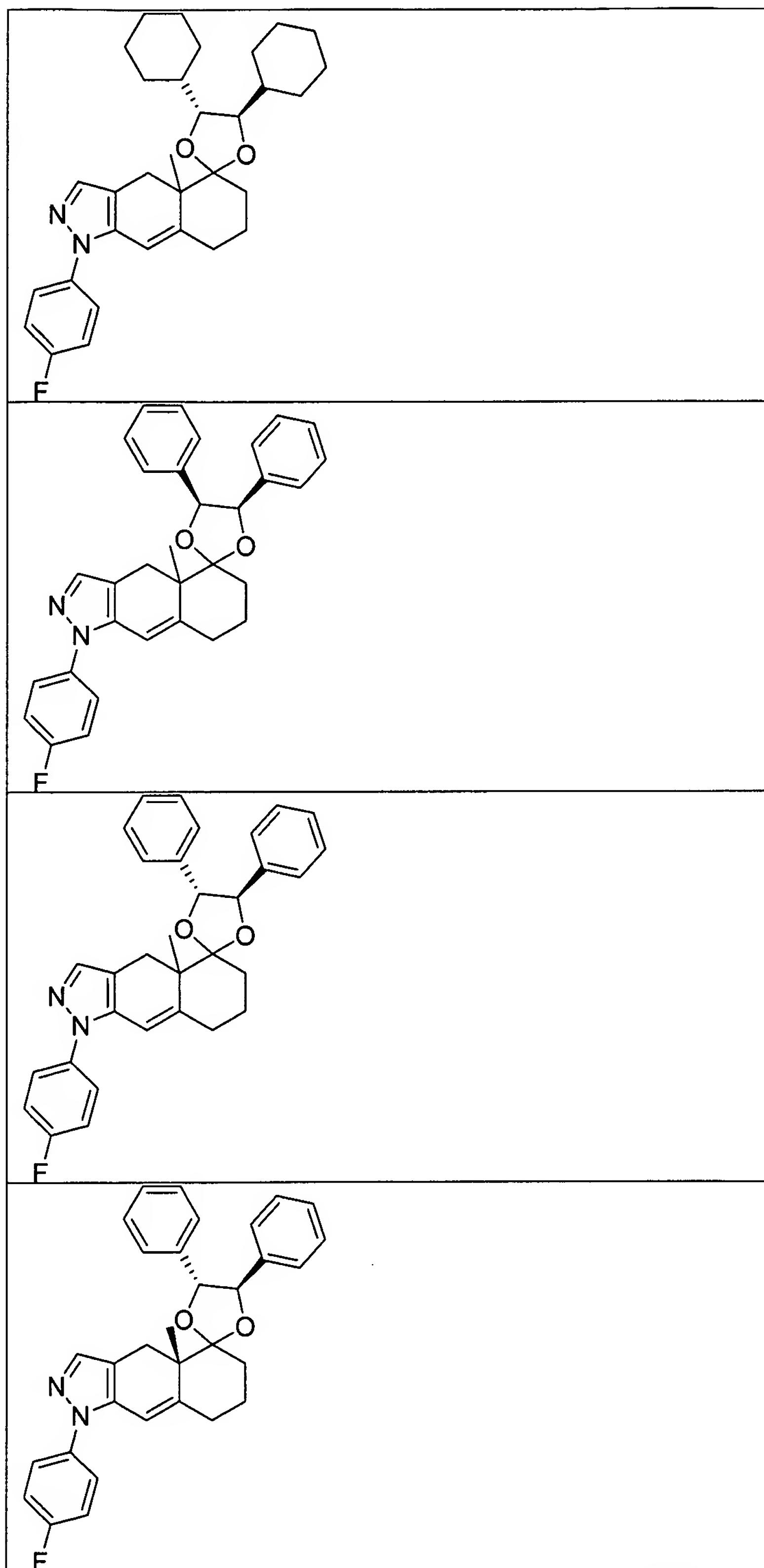




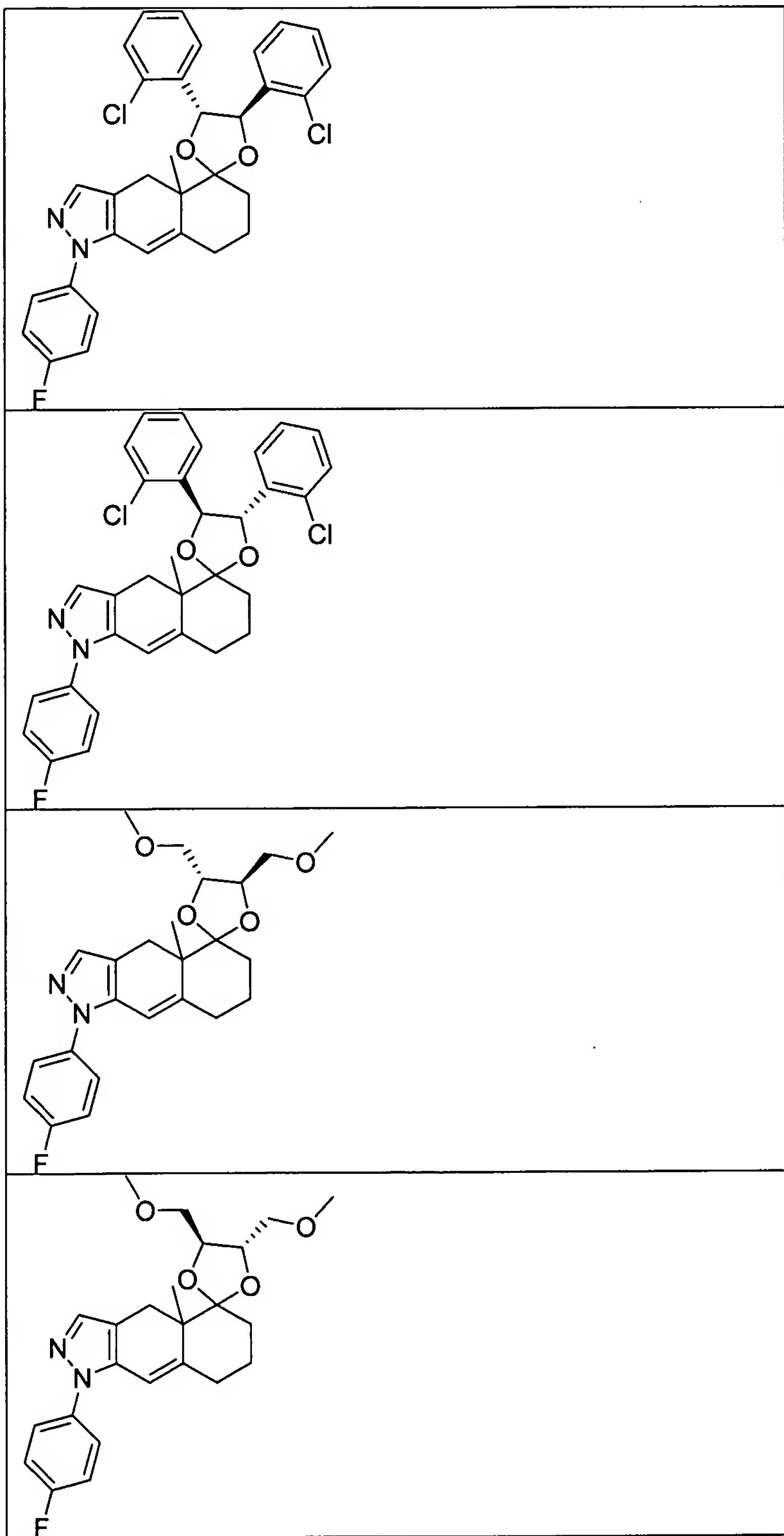


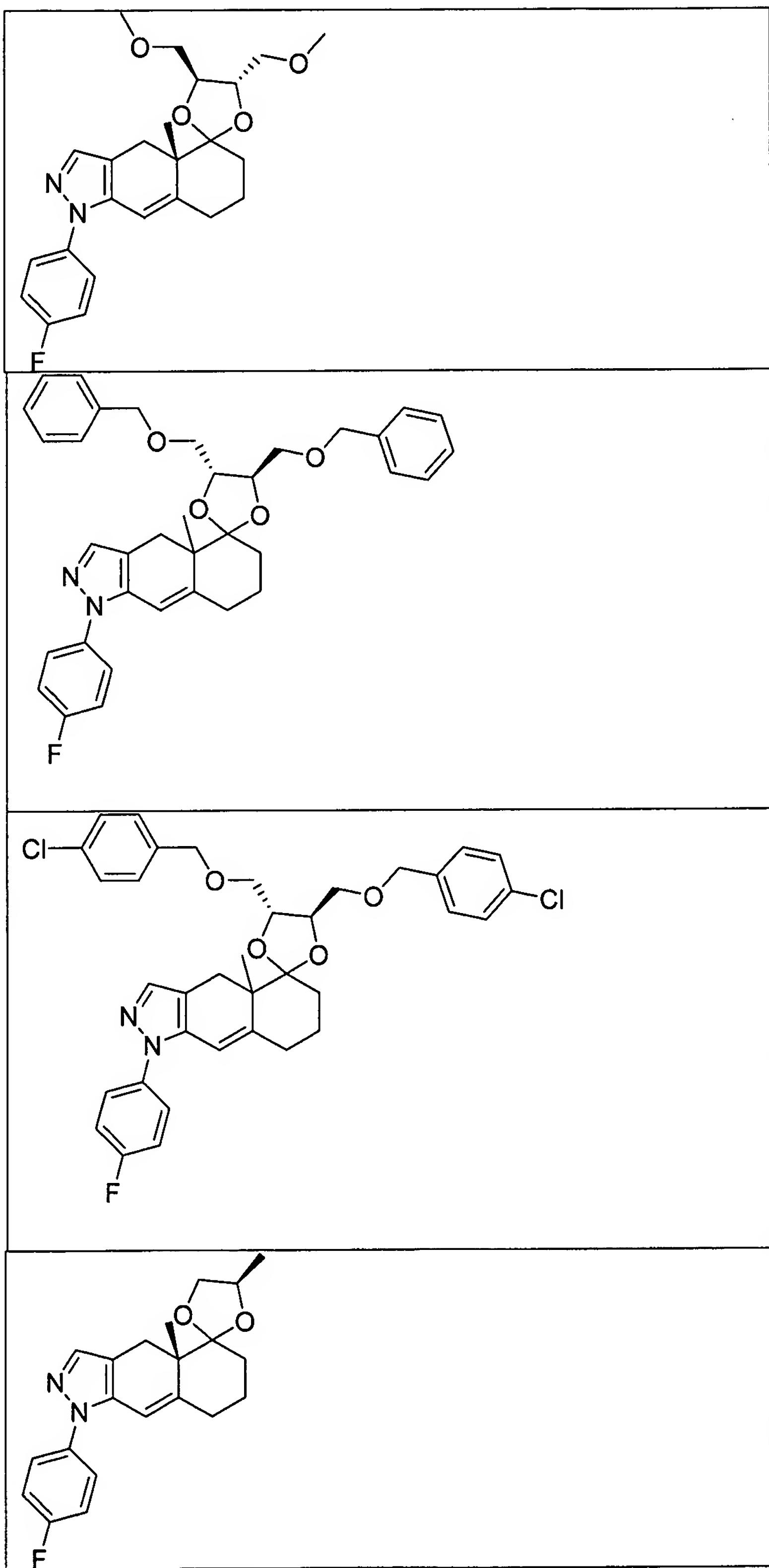




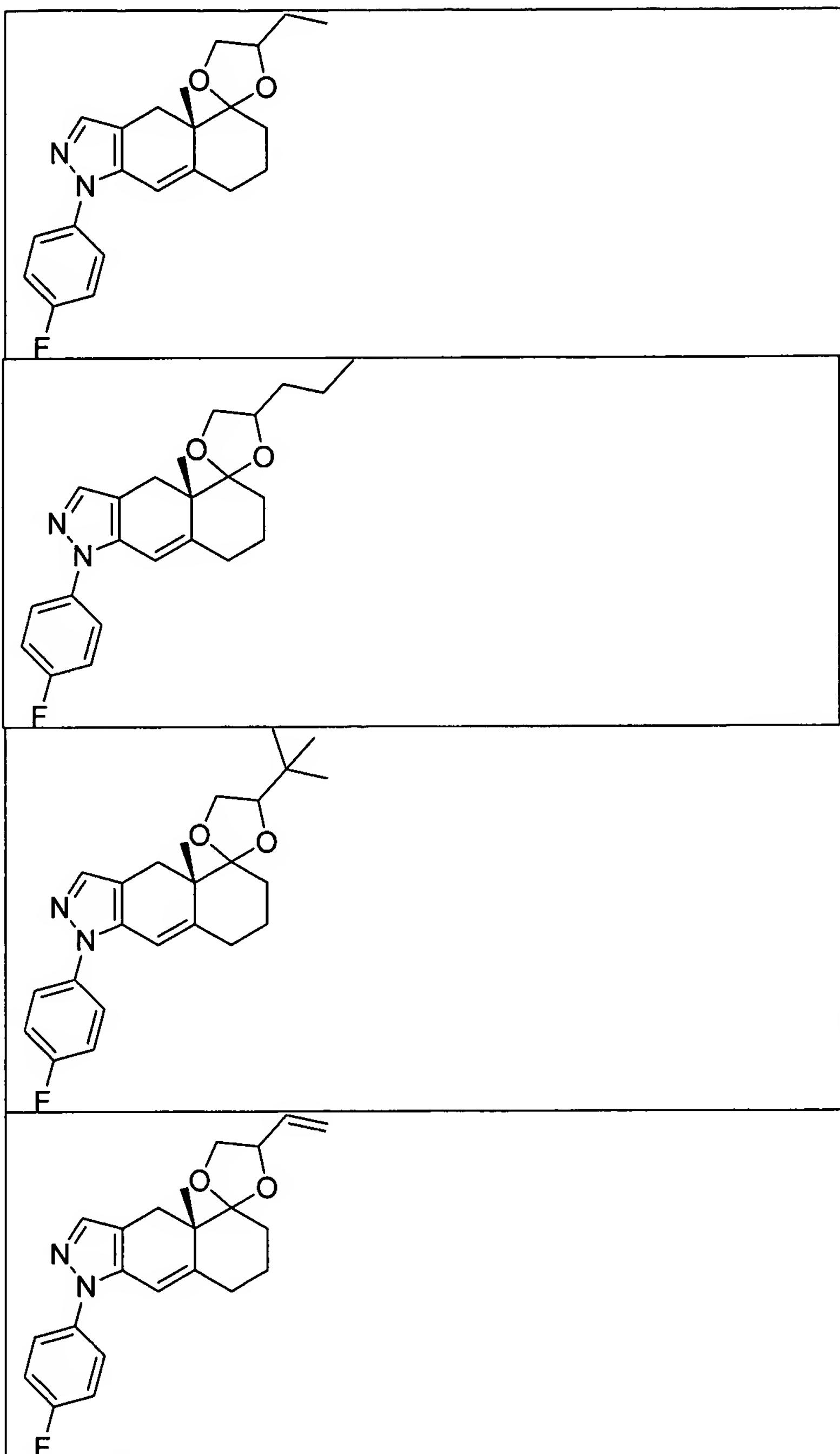


Serial No.: 10/551,933
Case No.: 21150P
Page 36

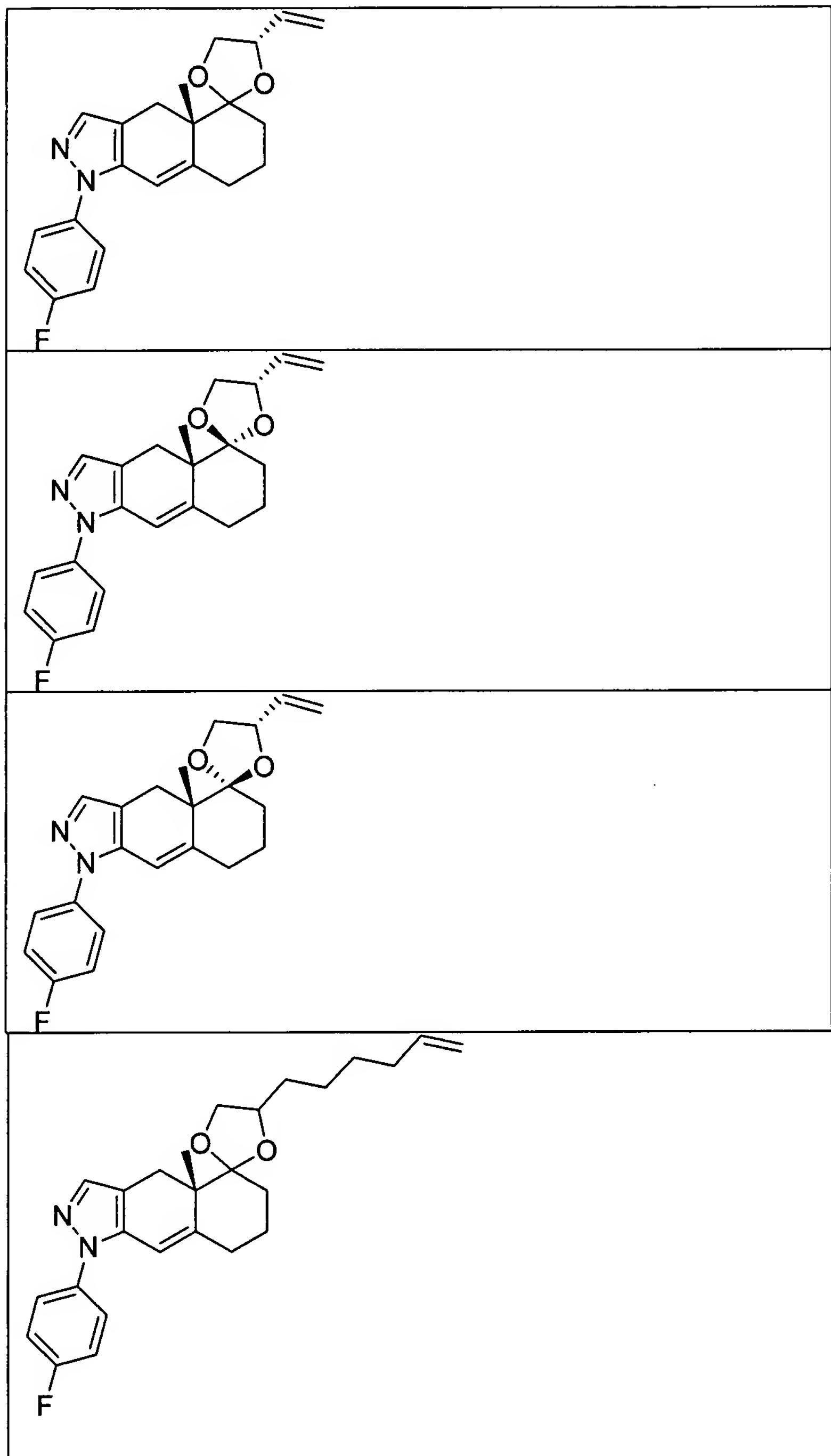


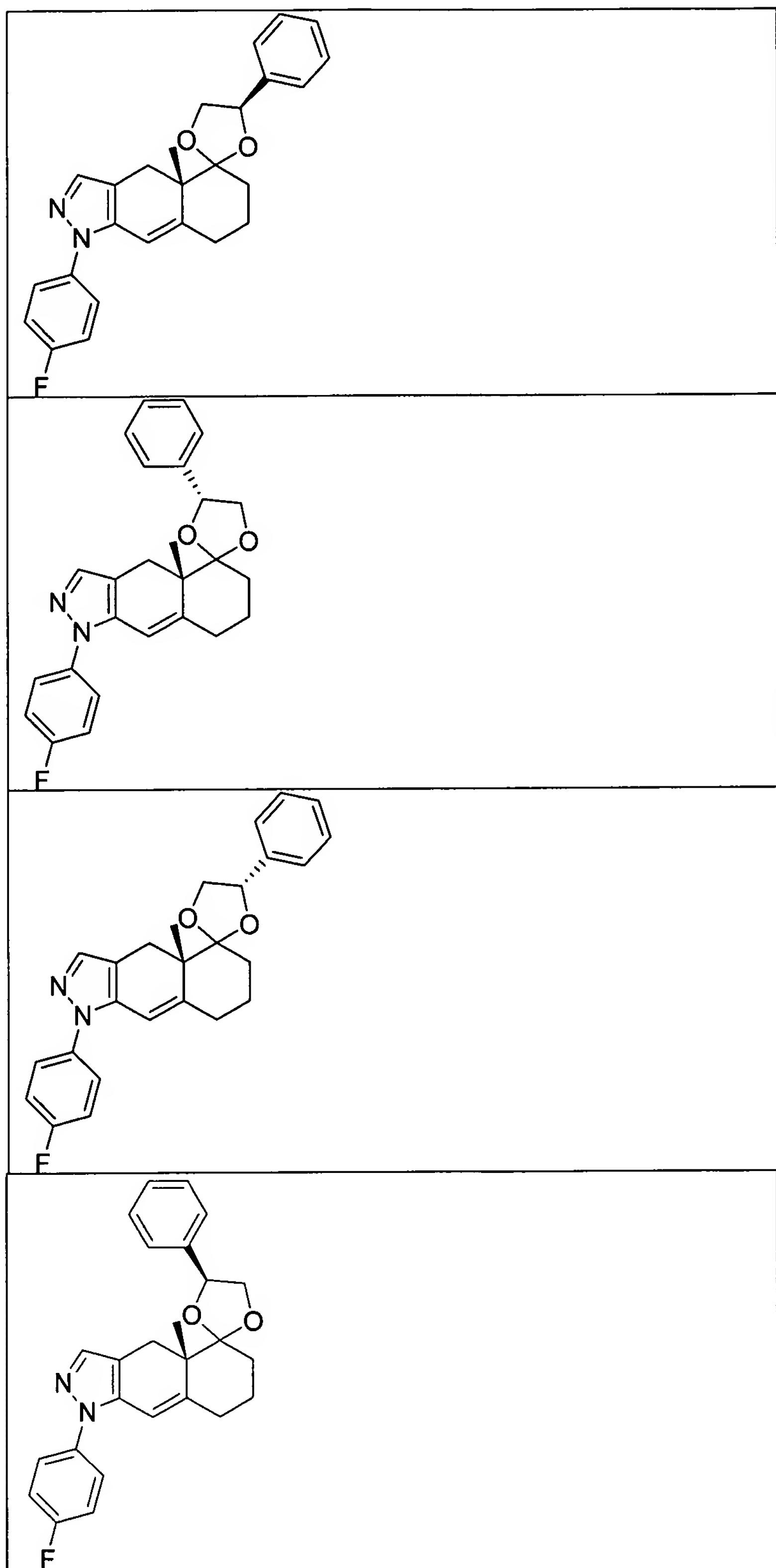


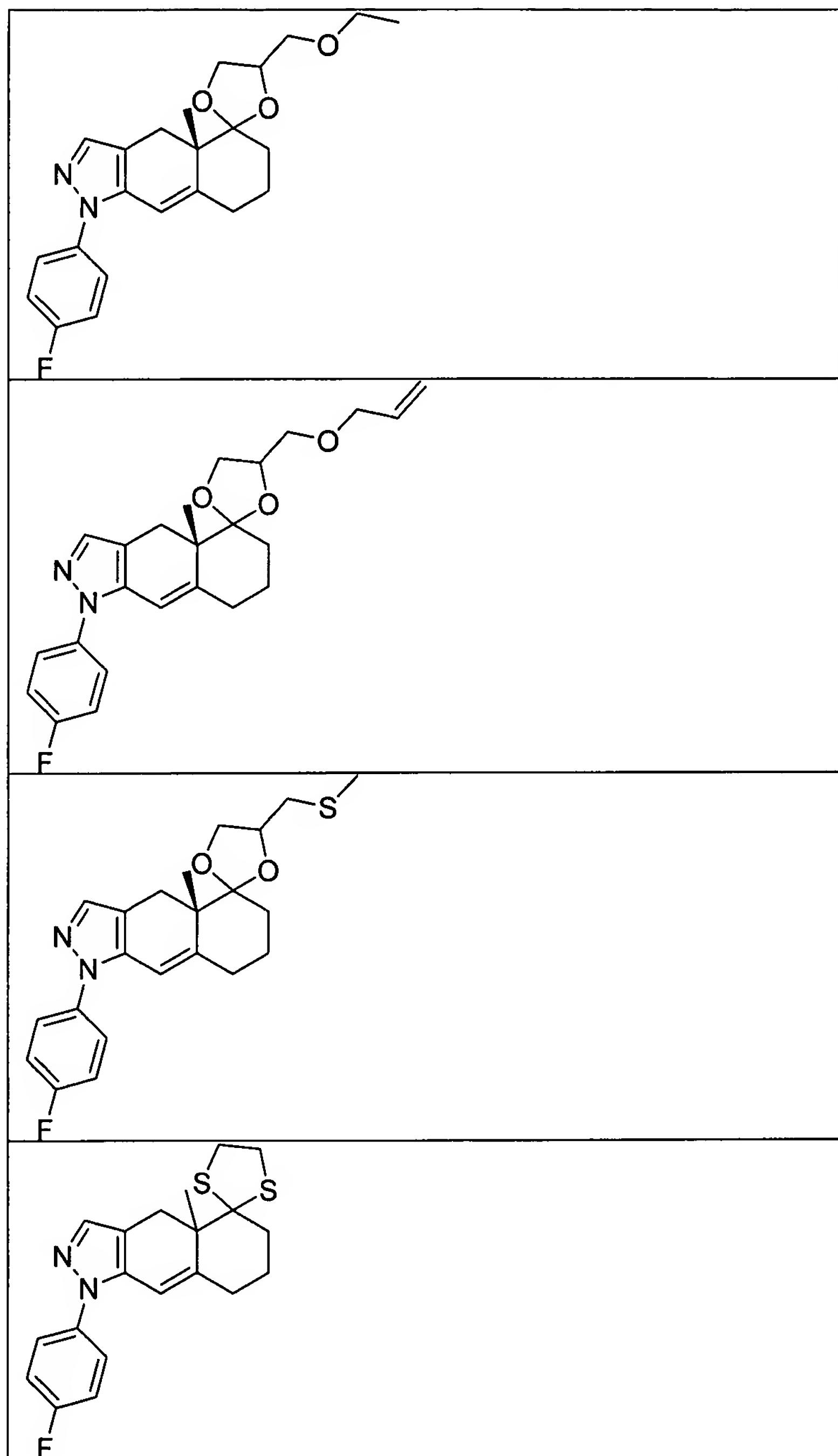
Serial No.: 10/551,933
Case No.: 21150P
Page 38



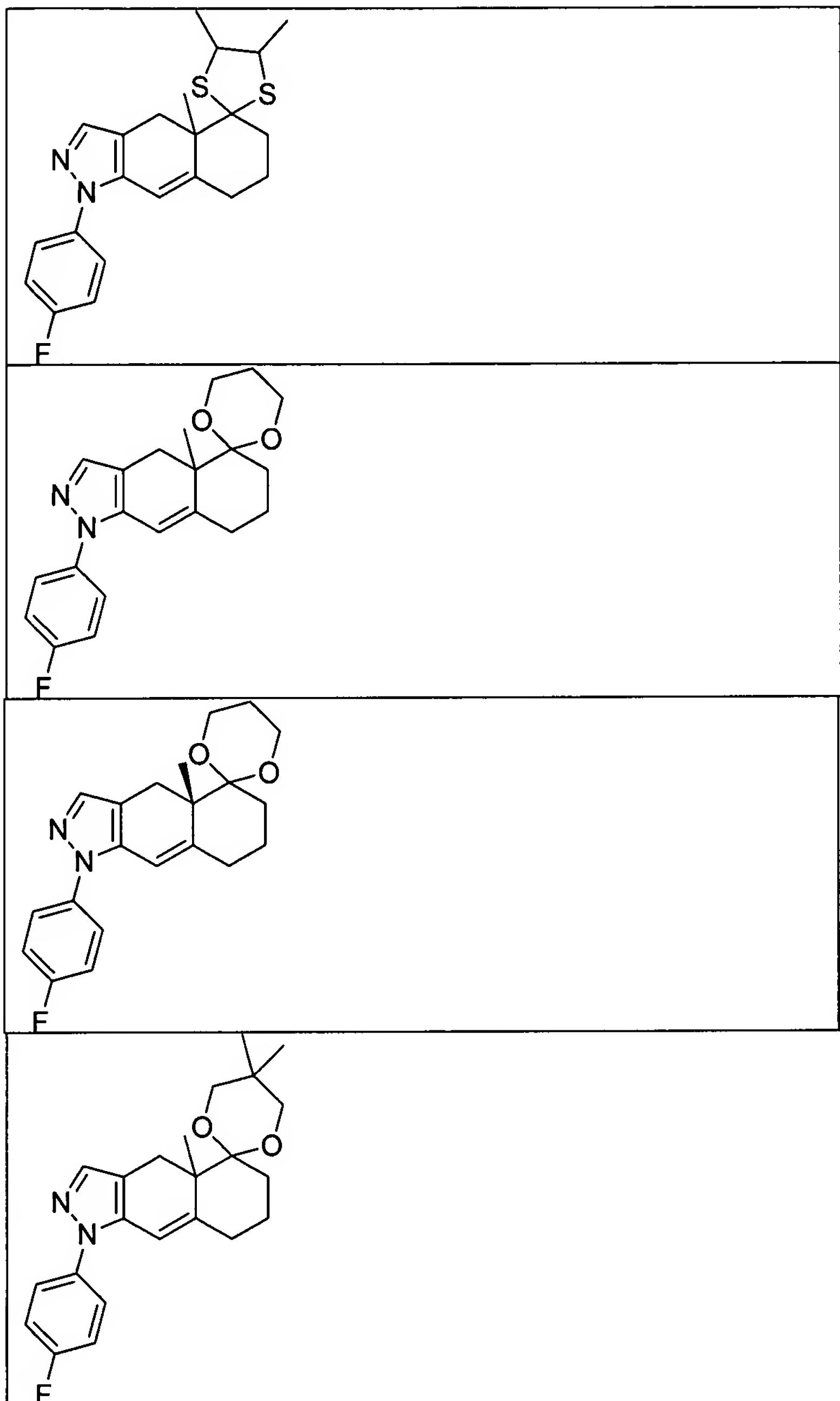
Serial No.: 10/551,933
Case No.: 21150P
Page 39



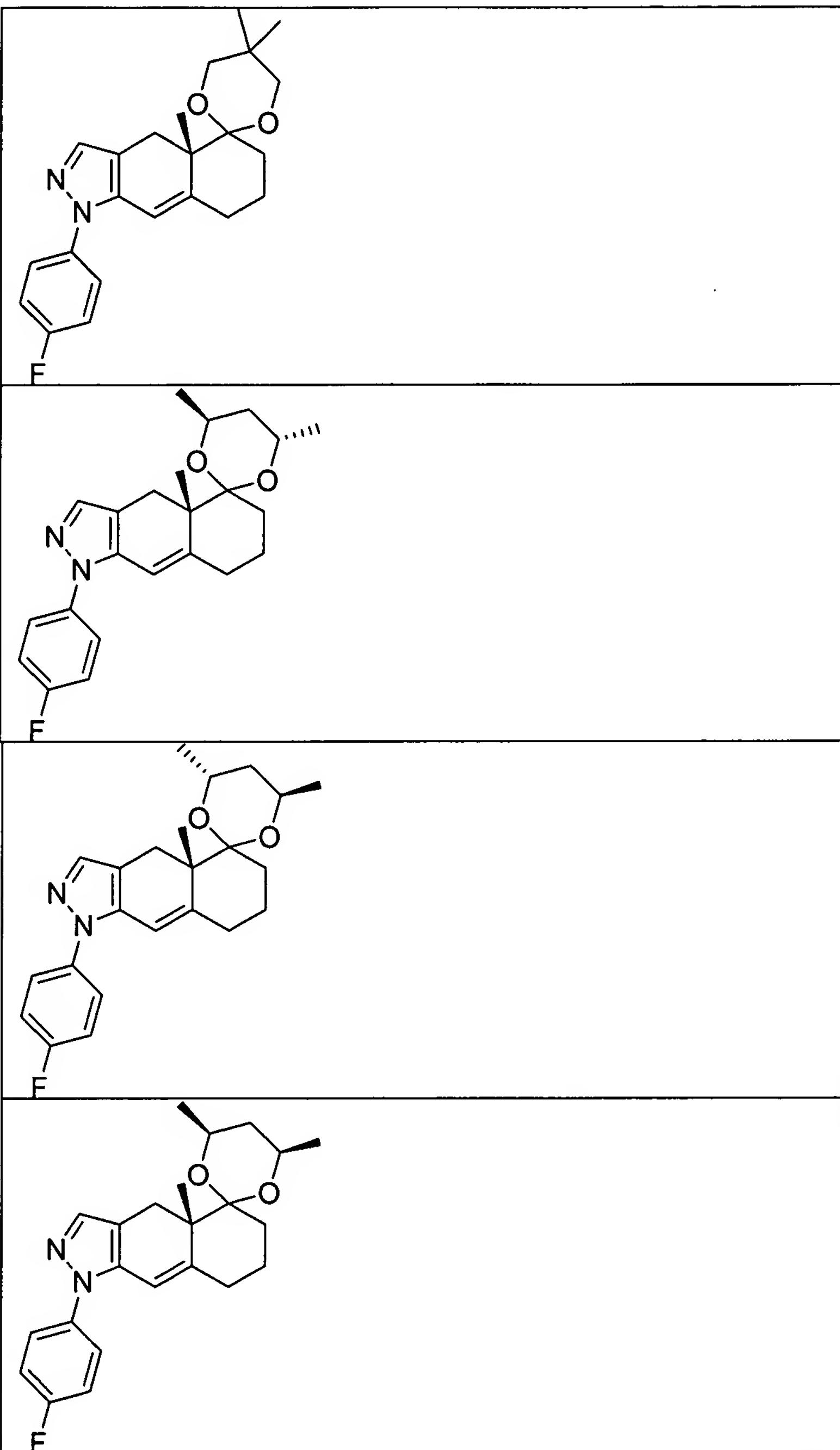




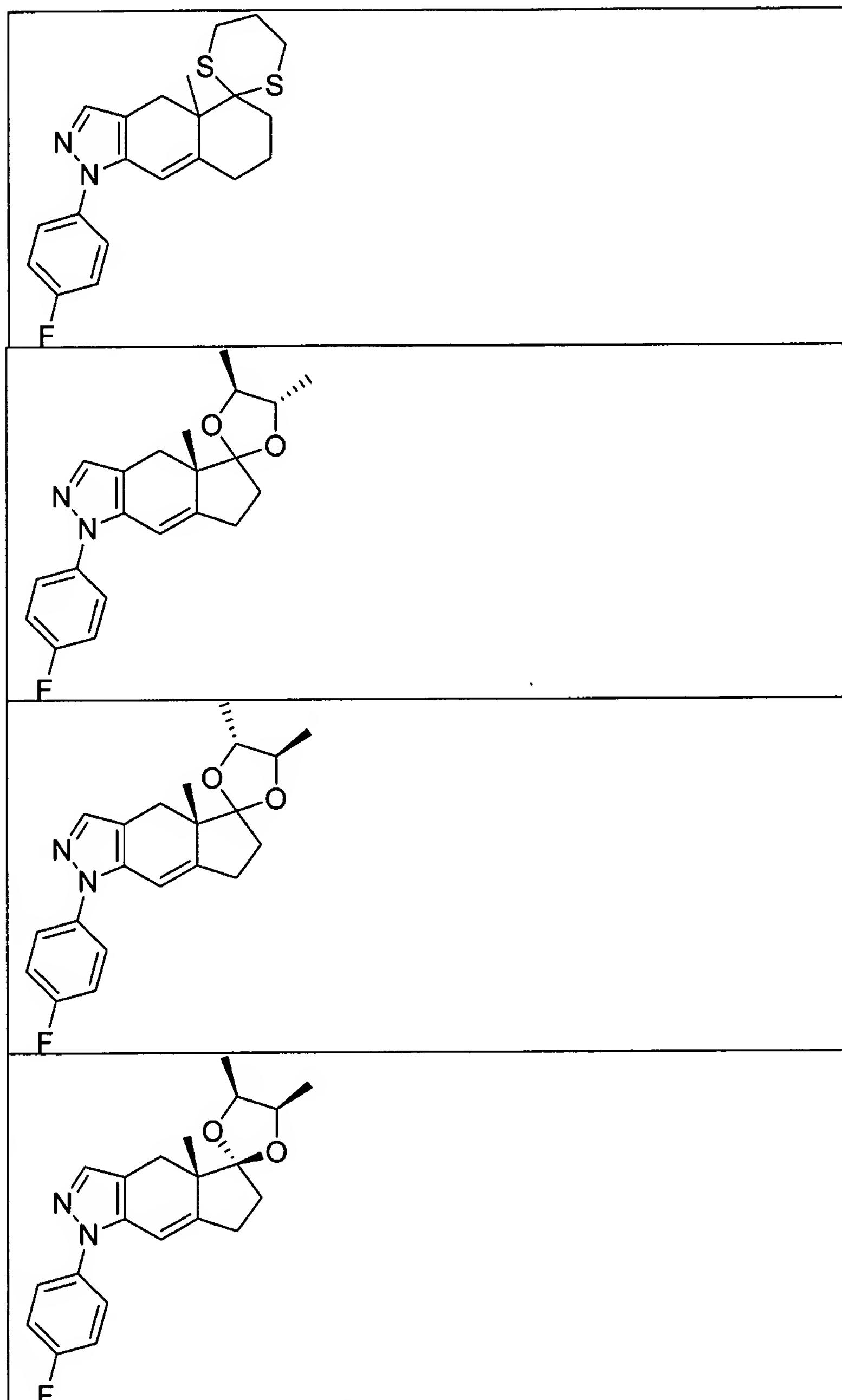
Serial No.: 10/551,933
Case No.: 21150P
Page 42

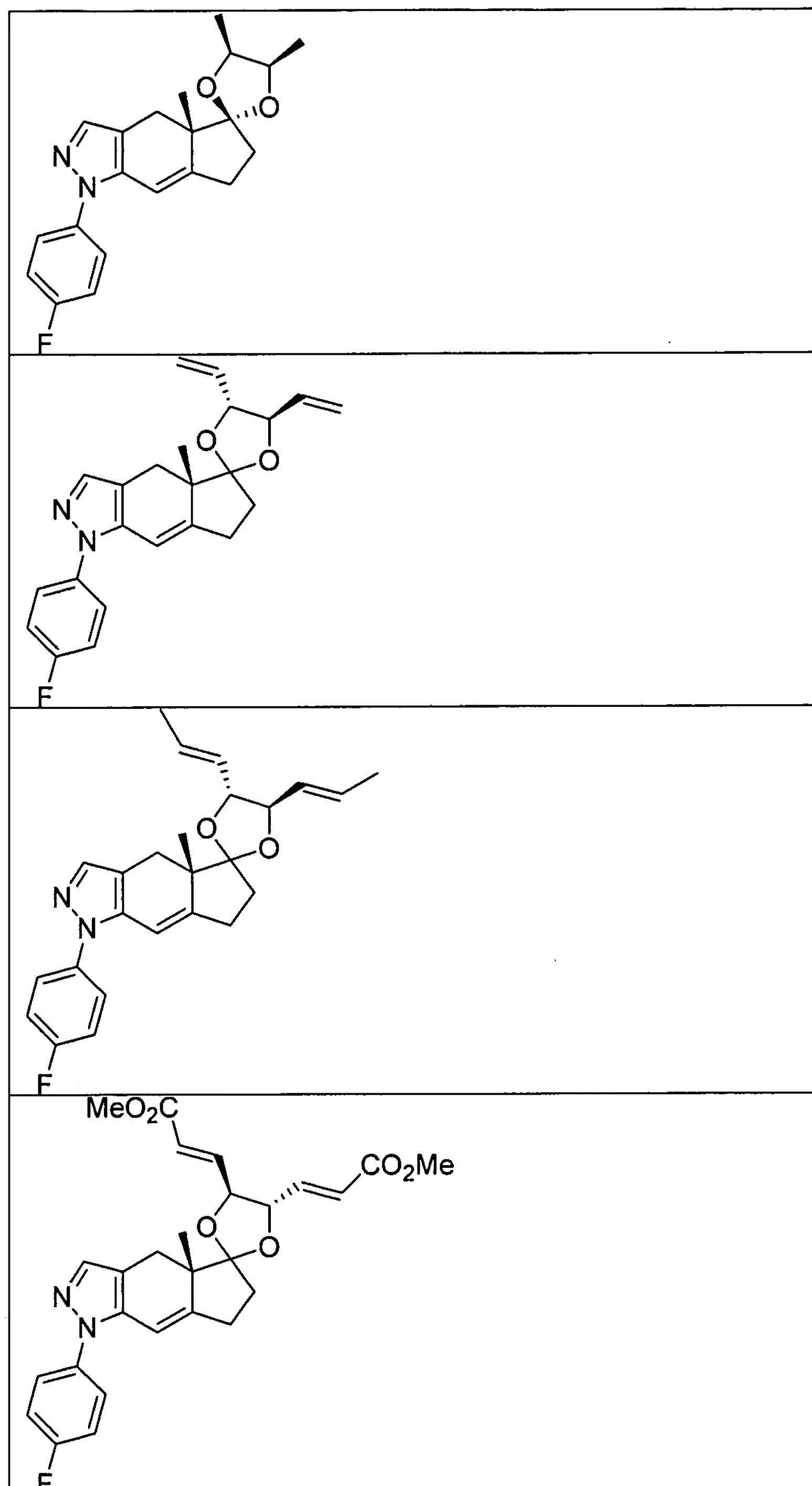


Serial No.: 10/551,933
Case No.: 21150P
Page 43

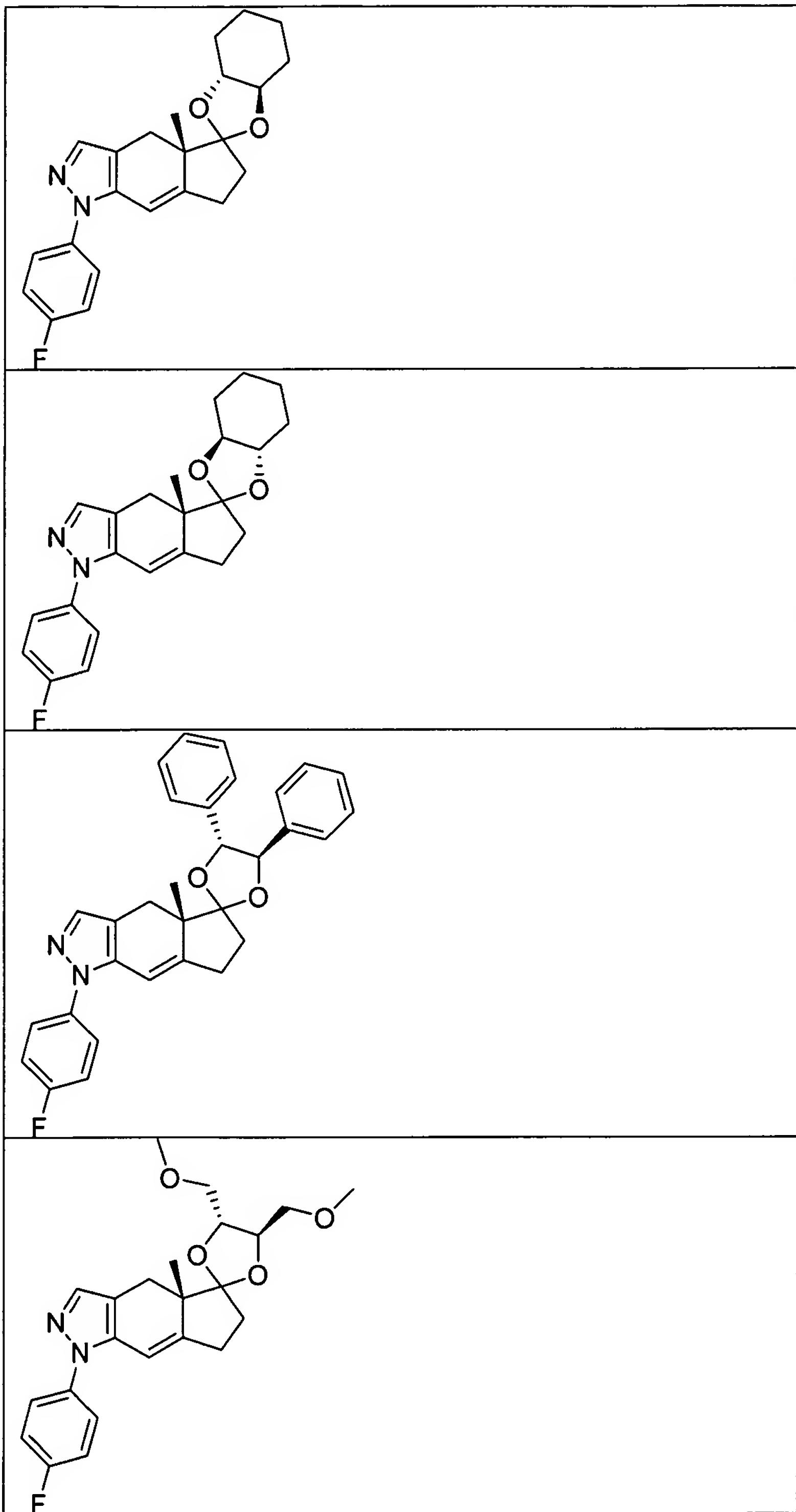


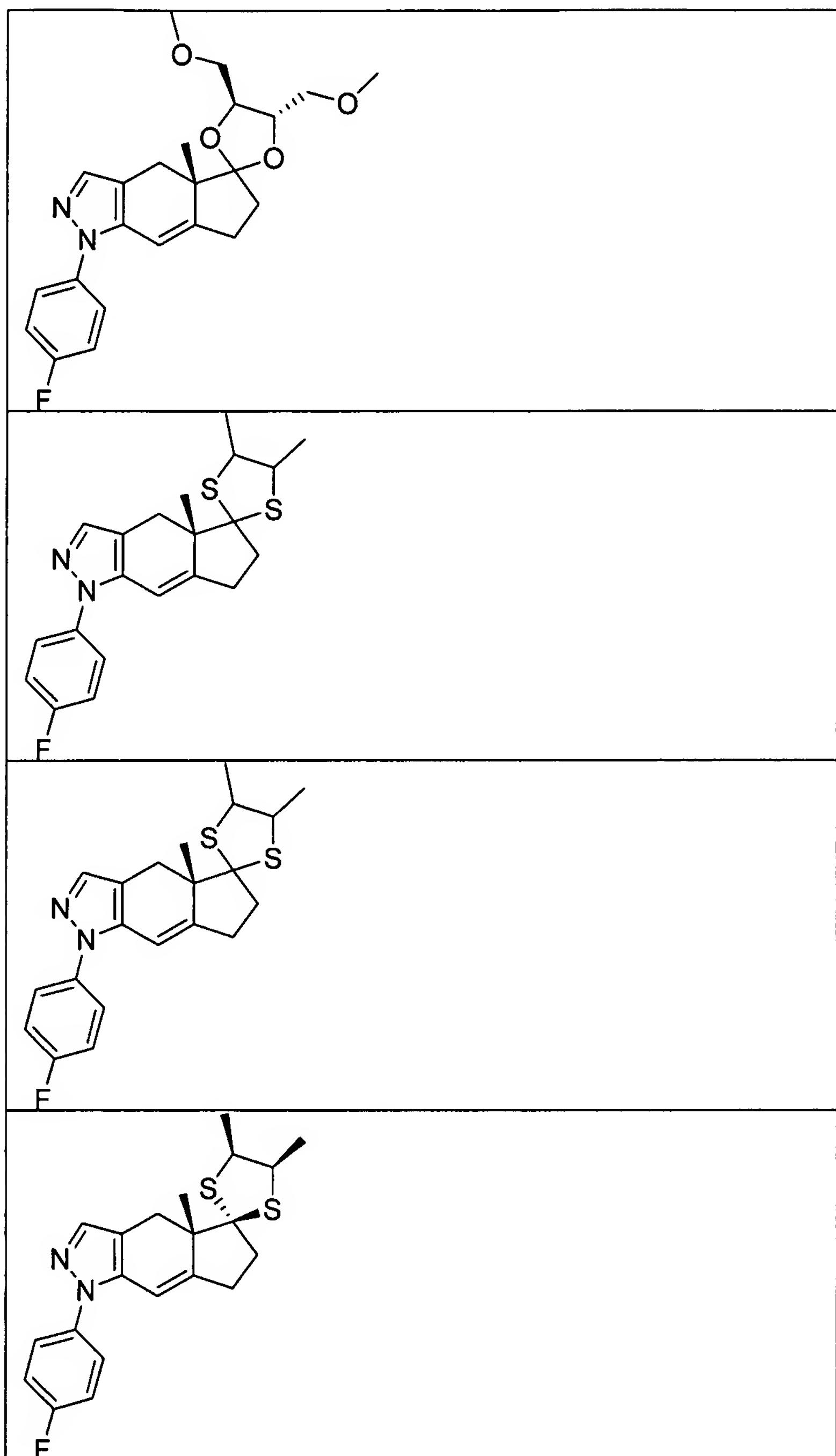
Serial No.: 10/551,933
Case No.: 21150P
Page 44

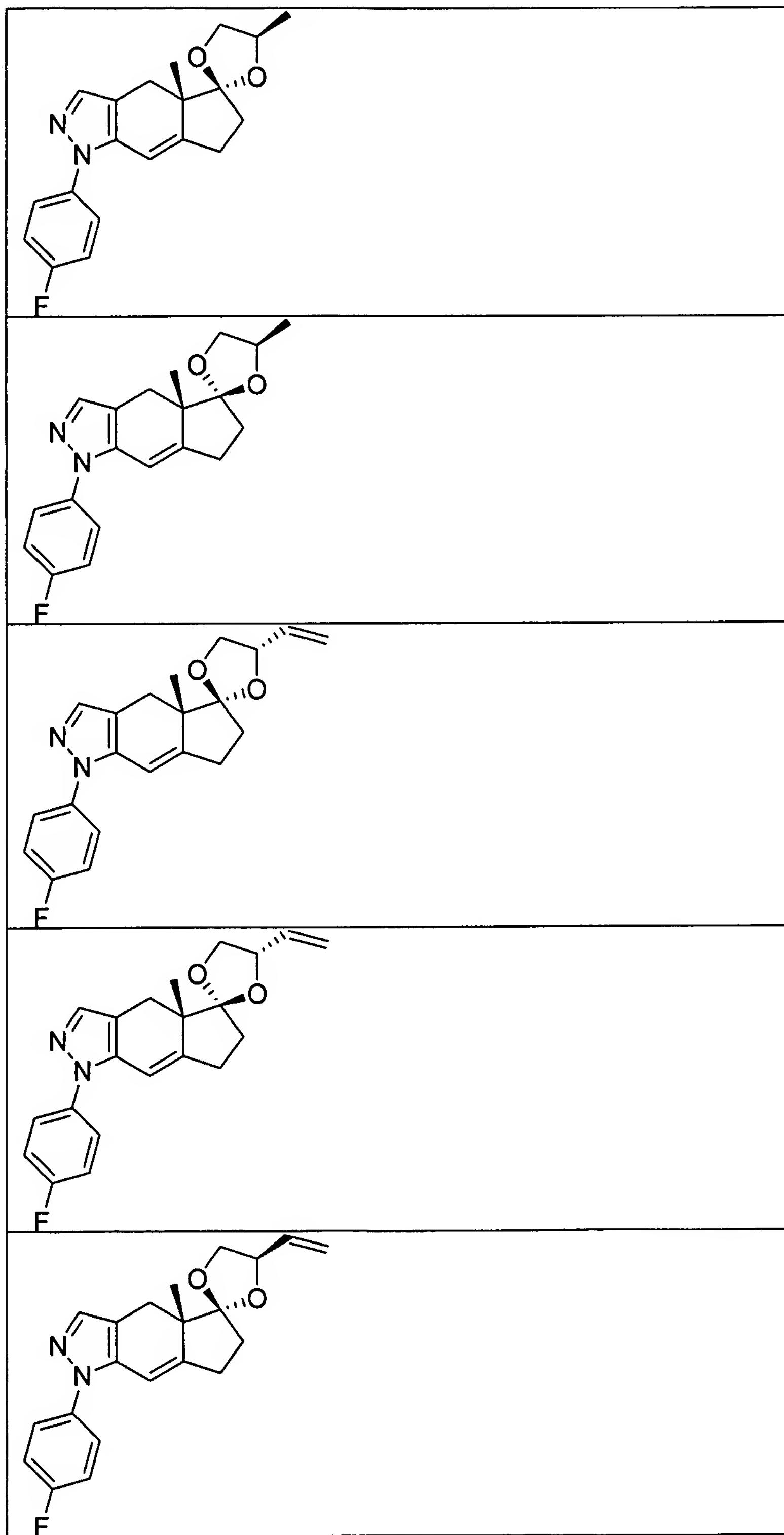


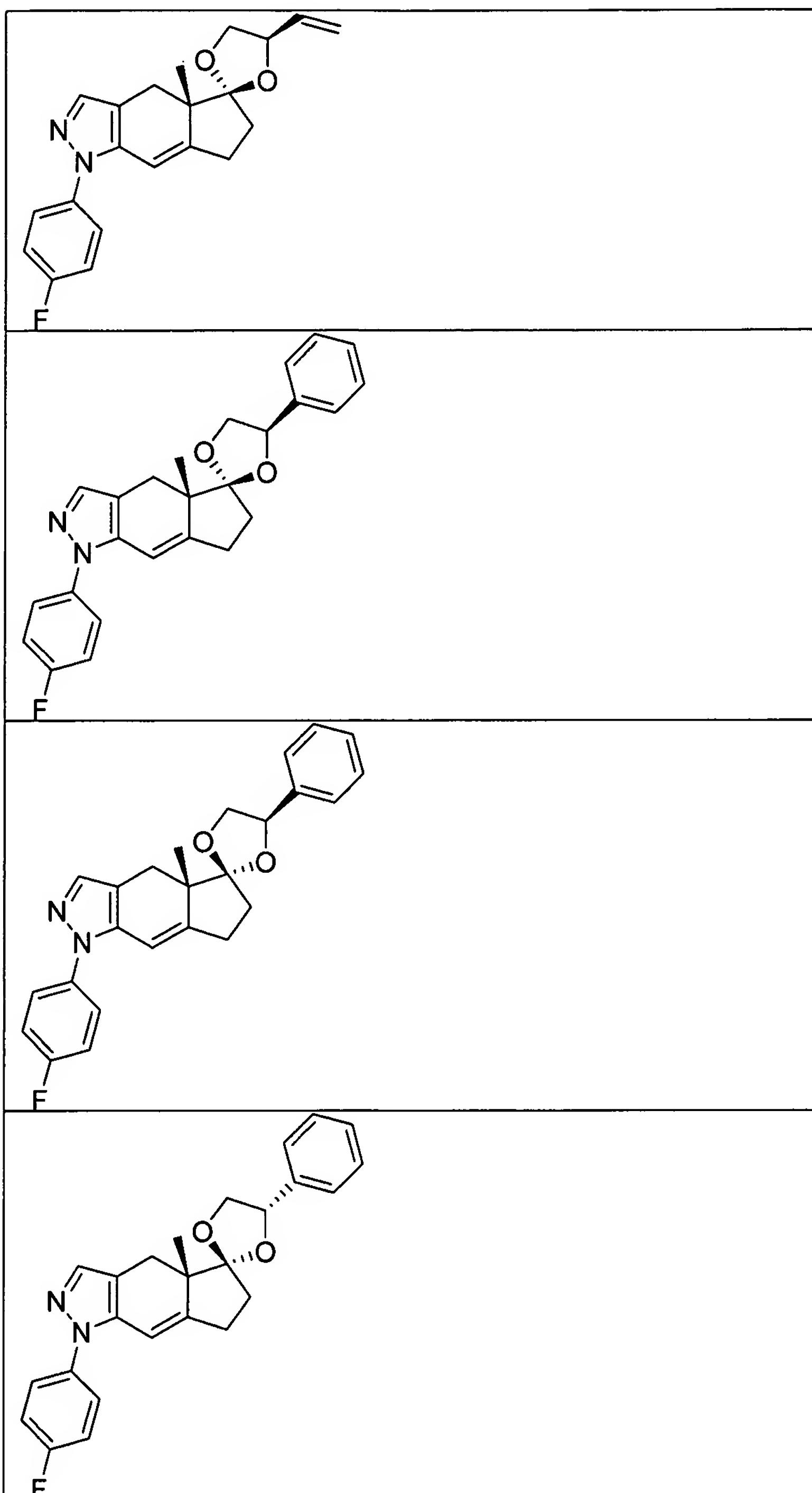


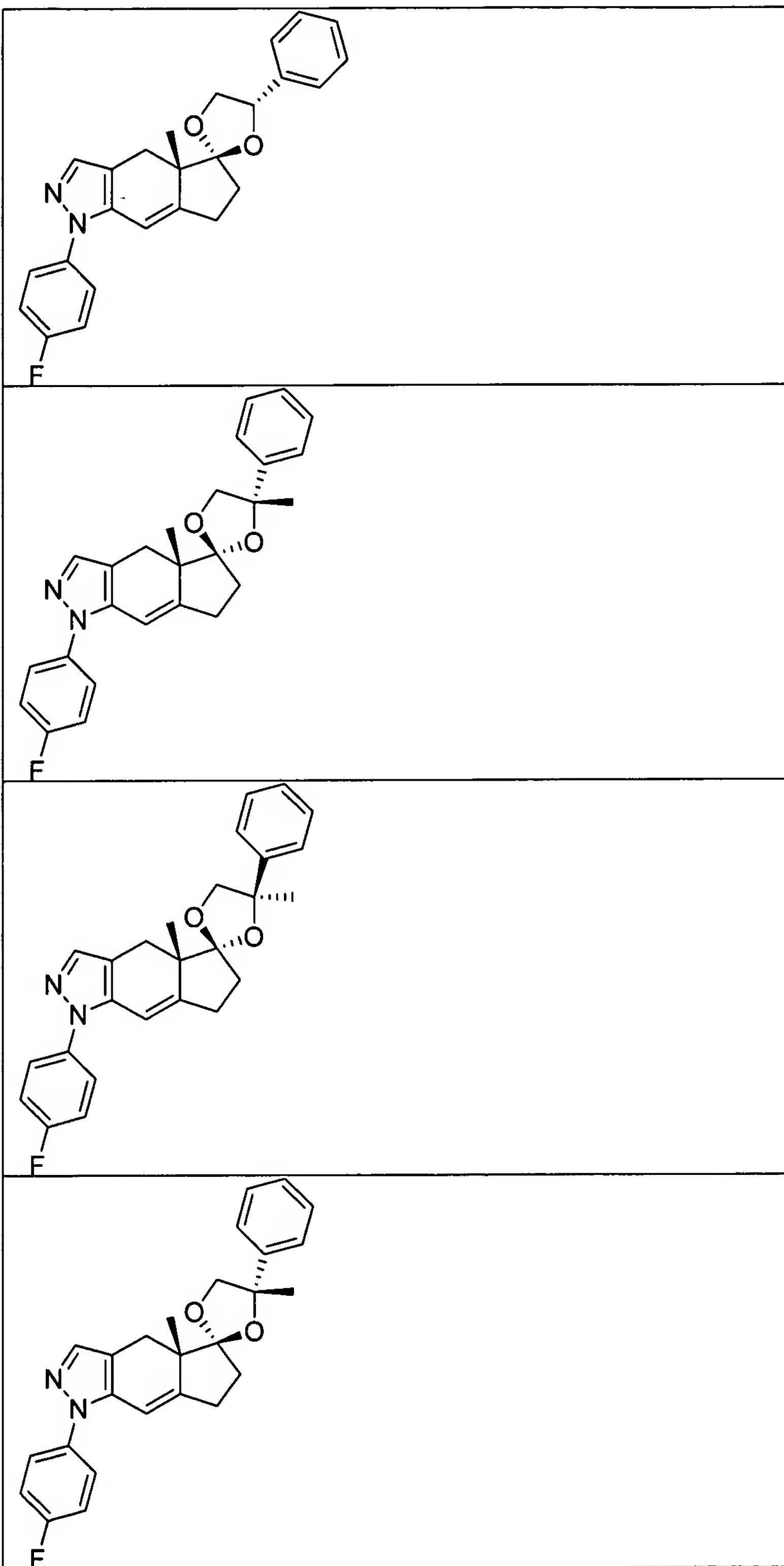
Serial No.: 10/551,933
Case No.: 21150P
Page 46



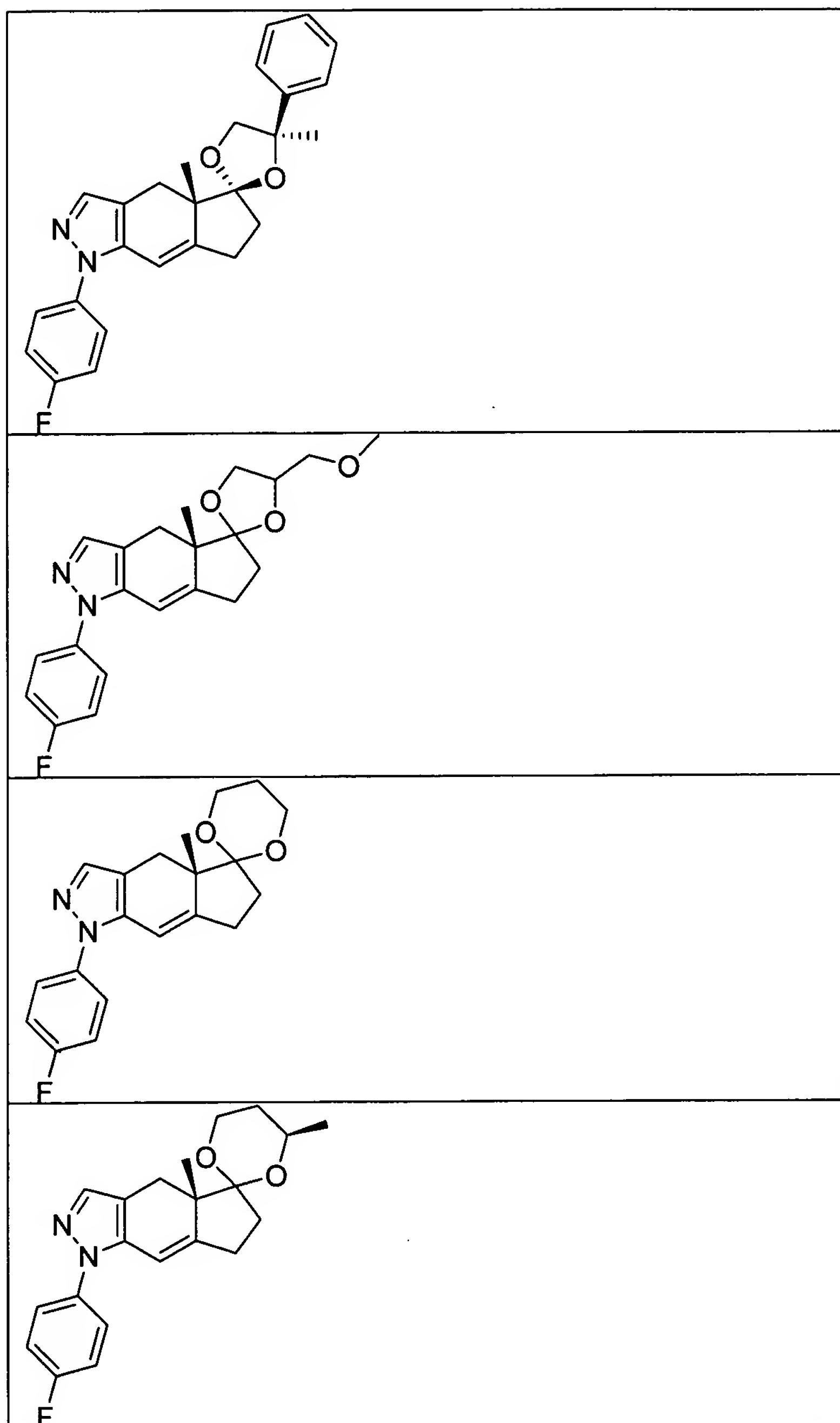


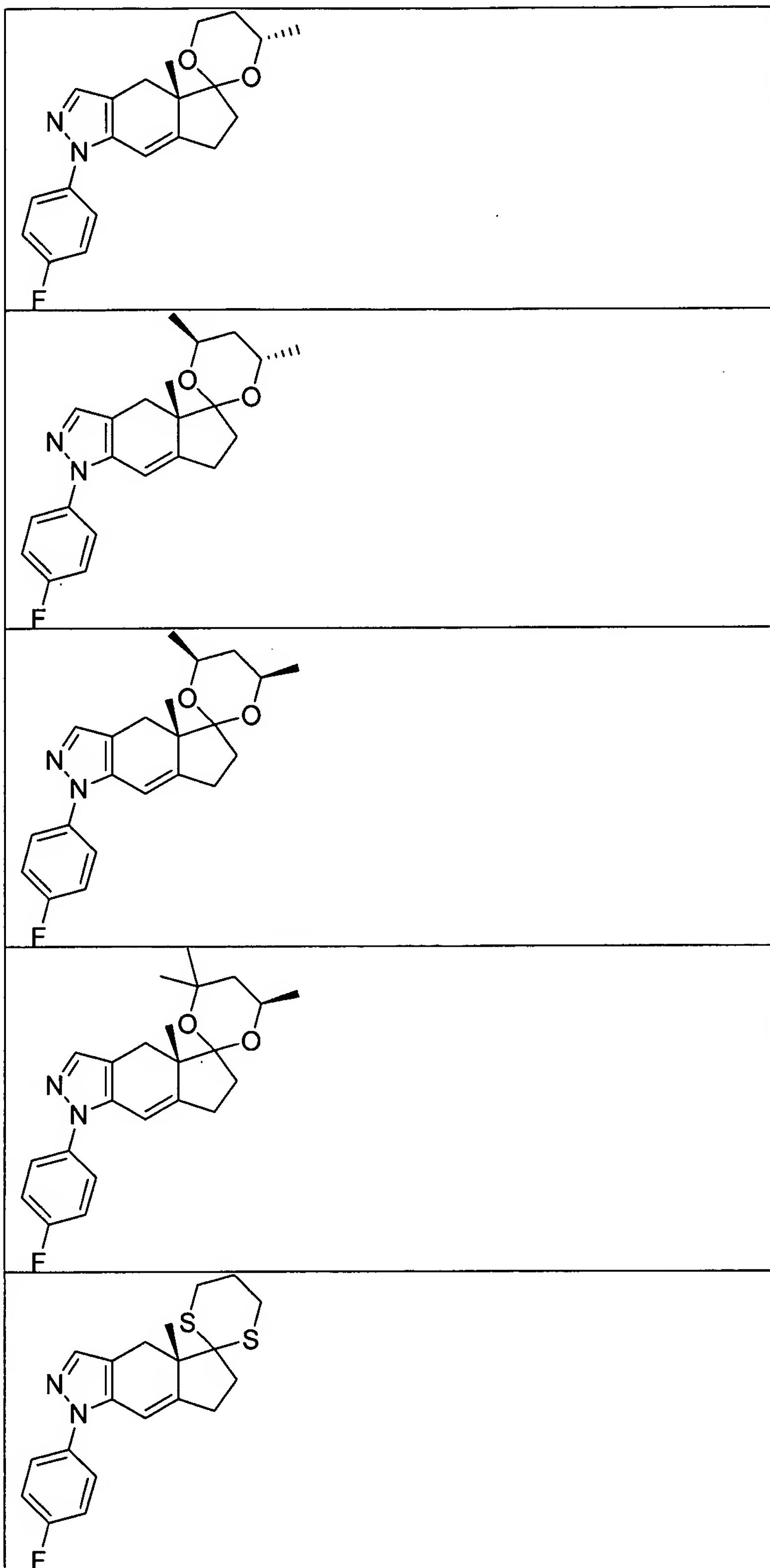




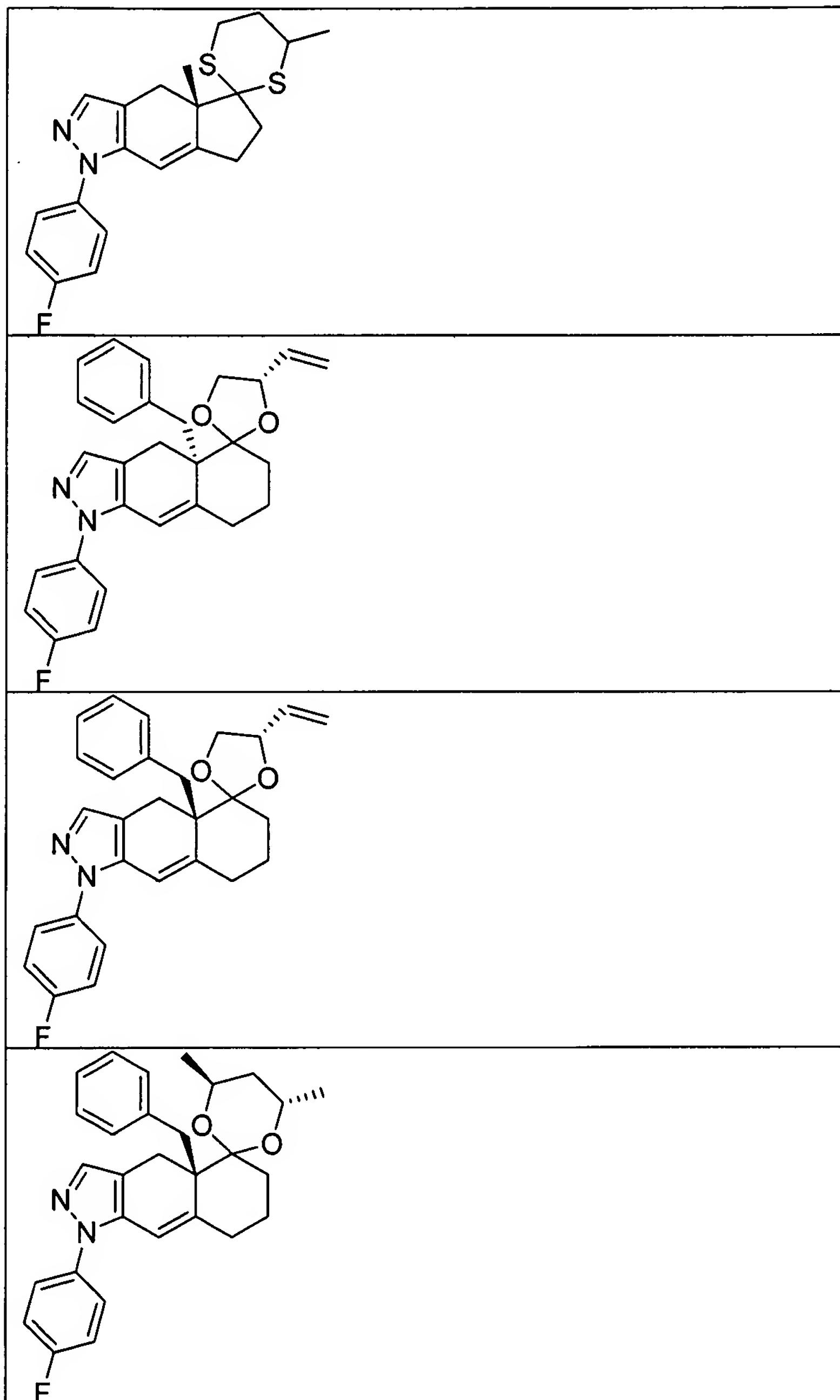


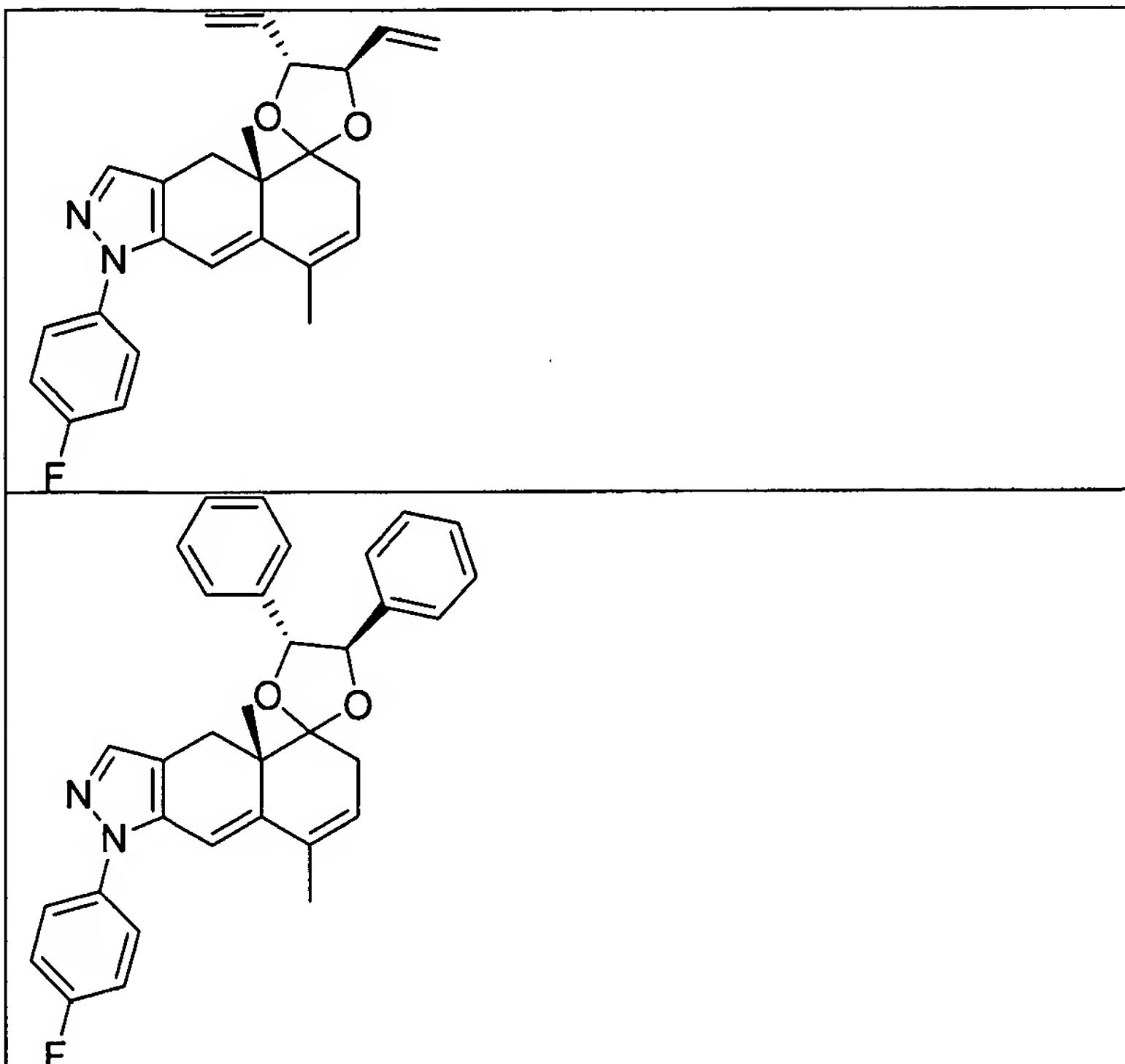
Serial No.: 10/551,933
Case No.: 21150P
Page 51





Serial No.: 10/551,933
Case No.: 21150P
Page 53





or a pharmaceutically acceptable salt of any of the foregoing compounds.

15 to 21. (canceled)

22. (previously amended) A pharmaceutical composition comprising a compound according to claim 11 in combination with a pharmaceutically acceptable carrier.

23 to 27. (canceled)

28 to 29. (cancelled)